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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Edwards and Kelcey, Inc.

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Merger  
DEC 27/05

EFF. DATE 1/1/06

05 DEC 27 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS**

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of CorporationState of Incorporation

Wiles Mensch Corporation

Florida

Edwards and Kelcey, Inc.

New Jersey

2. The laws of the State of New Jersey under which Edwards and Kelcey, Inc. is organized permits such merger.

3. The name of the surviving corporation is Edwards and Kelcey, Inc. and it is to be governed by the laws of the State of New Jersey.

4. The following plan of merger was approved by the directors and shareholders of Wiles Mensch Corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by Edwards and Kelcey, Inc. in the manner prescribed by the laws of the State of New Jersey:

- a. Wiles Mensch Corporation, shall merge with and into Edwards & Kelcey, Inc. Edwards & Kelcey, Inc. shall be the surviving corporation.
- b. On the effective date of the merger the separate existence of Wiles Mensch Corporation shall cease and Edwards and Kelcey, Inc. shall succeed to all the rights and privileges, immunities and franchises and all property, real, personal and mixed of Wiles Mensch Corporation without the necessity for any separate transfer and Edwards and Kelcey, Inc. shall thereafter be responsible and liable for all liabilities and obligations of Wiles Mensch Corporation.
- c. The Articles of Incorporation, Bylaws, Directors and Officers of Edwards and Kelcey, Inc. immediately prior to the effective date shall be the Articles of Incorporation, Bylaws, Directors and Officers of the surviving Corporation.

5. The plan of merger was approved by unanimous consent of the directors and shareholders of Wiles Mensch Corporation on December 16, 2005.

6. The plan of merger was approved by the Board of Directors of Edwards and Kelcey, Inc. on November 4, 2005, and under the laws of New Jersey is not required to be approved by the shareholders.

7. Edwards and Kelcey, Inc.

a. Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Wiles Mensch Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against Edwards and Kelcey, Inc.

b. Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceedings; and

8. This merger shall be effective as of January 1, 2006.

DATED: December 16, 2005

EDWARDS AND KELCEY, INC.

By:   
Kevin J. McMahon

Title: Chairman and Chief Executive Officer

WILES MENSCH CORPORATION

By:   
Joseph P. Mensch  
Title: President

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 16 day of December 2005, by KEVIN J. YCMONT of Edwards and Kelcey, Inc., a New Jersey corporation, on behalf of the corporation. He is personally known to me or has produced DAVID LUCAS as identification.



Shari J. Converse  
Print Name, Notary Public

My Commission Expires: 10-31-2009

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 16 day of December 2005, by, Joseph P. Mensch, President of Wiles Mensch Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me.



Shari J. Converse  
Print Name, Notary Public

**EXHIBIT A**

**Agreement and Plan of Merger**

## PLAN OF MERGER

This Plan of Merger (hereinafter "Plan") is made by and between Edwards and Kelcey, Inc., a New Jersey corporation (hereinafter "EK") and Wiles Mensch Corporation, a corporation organized under the laws of the State of Florida (hereinafter "WMC").

### WITNESSETH

WHEREAS, WMC, was duly organized and is existing under the laws of the State of Florida, having been incorporated on February 24, 1986; and

WHEREAS, EK was duly organized and is existing under the laws of the State of New Jersey, having been formed on May 1, 1958; and

WHEREAS, the Boards of Directors of each of WMC and EK deem it advisable and in the best interests of said companies that WMC be merged with and into EK with EK as the surviving corporation as authorized by the statutes of both jurisdictions under which each entity was formed pursuant to the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the mode of carrying the same into effect, the parties hereto hereby agree to this Plan, subject to the conditions hereinafter set forth, as follows:

### ARTICLE I MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Date, as hereinafter defined, WMC shall be merged with and into EK. The following is stated in accordance with Section 14A:10-7 of the New Jersey Business Corporation Act and Chapter 607.1107 of the Florida Business Corporation Act.

EK shall survive the merger and shall continue its corporate existence governed by the laws of the State of New Jersey. WMC shall not survive the merger contemplated herein and shall be dissolved in accordance with the laws of the State of Florida and its separate corporate existence shall be terminated by operation of law upon the Effective Date. The Plan was submitted to the shareholders of WMC by the board of directors and approved upon receiving the affirmative vote of the holders of more than two-thirds of the outstanding shares of each voting group entitled to vote on the plan in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE II  
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Date:

- (1) WMC and EK shall become a single company with WMC merging with and into EK, which shall be the surviving corporation;
- (2) The separate existence of WMC shall cease and WMC shall be dissolved in accordance with the laws of the State of Florida;
- (3) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of WMC shall be transferred to, vested in and devolve into EK without further act or deed and all property, rights, and every other interest of WMC shall be the property of EK;
- (4) All corporate acts, plans, policies, contracts, approvals and authorizations

of WMC and its shareholders, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of EK and shall be as effective and binding thereon as the same were with respect to WMC;

- (5) The assets, liabilities, reserves and accounts of WMC shall be recorded on the books of EK in the amounts at which they, respectively, had been carried on the books of WMC subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

#### ARTICLE III SURRENDER AND CANCELLATION OF WMC STOCK

EK, as the sole shareholder of WMC shall, on or before the Effective Date, surrender all of its shares of stock in WMC. Upon said surrender, all of the outstanding stock of WMC shall be cancelled.

#### ARTICLE IV TAX CONSEQUENCES

It is intended that the transaction described herein be a statutory merger which shall qualify as a reorganization within the definition of Subparagraph (a)(1)(A) of Section 368 of the Internal Revenue Code of 1986, as amended, being the merger of WMC and EK in accordance with the New Jersey Business Corporation Act and the Florida Business Corporation Act.

#### ARTICLE V APPROVAL AND EFFECTIVE TIME OF THE MERGER



- (a) The merger shall become effective as of 12:01 a.m. on January 1, 2006 (the "Effective Date");
- (b) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of New Jersey and the State of Florida;
- (c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto; and,
- (d) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Executed as of the 16th day of December, 2005.

SURVIVING CORPORATION:

Edwards and Kelcey, Inc.

a New Jersey Corporation

  
By: Kevin J. McMahon  
Its: President and Chairman of the Board

*John C. Ed and*

NON-SURVIVING CORPORATION:

Wiles Mensch Corporation

  
By: Joseph F. Mensch  
Its: President