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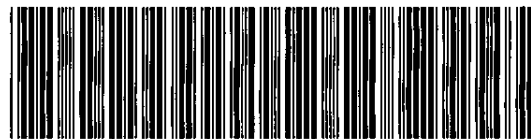
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

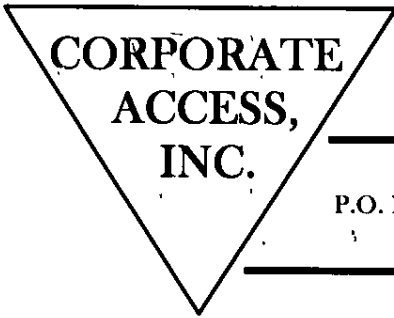
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CERTIFIED COPY

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Articles of Merger

1.

DGP, Inc.

P97-107351

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 28, 2008

Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, FL 32303

SUBJECT: B.F. FINANCIAL SERVICES, INC.
Ref. Number: P95000096941

*Corrected
Please
file*

We have received your document for B.F. FINANCIAL SERVICES, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please have an officer or director for each corporation involved in the merger sign the document in the space provided on page 4.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 708A00012541

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**Articles of Merger
of
DGP, Inc.
with and into
B.F. Financial Services, Inc.**

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2008 FEB 29 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, B.F. Financial Services, Inc., a Florida corporation (the "Surviving Corporation"), DGP, Inc., a Florida corporation (the "Disappearing Corporation"), and The BANKshares, Inc., a Delaware corporation ("Parent"), do hereby certify as follows with respect to the merger (the "Merger") of the Disappearing Corporation with and into the Surviving Corporation:

A. The following is the Plan of Merger for the Merger:

1. Name of Disappearing Corporation:

DGP, Inc., a Florida corporation

2. Name of Surviving Corporation:

B.F. Financial Services, Inc., a Florida corporation

3. The terms and conditions of the Merger and the manner and basis of converting the shares of the Disappearing Corporation are as follows:

A. Certain Defined Terms. The following are definitions of capitalized terms used in this Plan of Merger:

(a) "Agreement" means that certain Agreement and Plan of Merger made and entered into as of February 1, 2008 by and among the Parent, the Surviving Corporation, the Disappearing Corporation and David G. Pape.

(b) "BCA" means the Florida Business Corporation Act.

(c) "Business Day" means any day of the year on which banks are not required or authorized to be closed in the State of Florida.

(d) "Closing" is defined in Section 3.I. below, and "Closing Date" is defined in Section 3.D. below.

(e) "Constituent Corporations" means the Disappearing Corporation and the Surviving Corporation.

(f) "Disappearing Corporation" means DGP, Inc., a Florida corporation.

(g) "Effective Time" is defined in 3.D. below.

(h) "Shares" mean the common stock of the Disappearing Corporation issued and outstanding immediately before the Effective Time.

(i) "Surviving Corporation" means B.F. Financial Services, Inc., a Florida corporation.

B. Merger. At the Effective Time and subject to the terms and conditions of the Agreement and the provisions of the BCA, the separate existence of Disappearing Corporation shall thereupon cease and the Surviving Corporation shall continue as the surviving corporation in the Merger.

C. Effect of the Merger. The separate corporate existence of the Surviving Corporation, as the surviving corporation in the Merger, with all its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger. The Surviving Corporation shall succeed to all the assets of the Constituent Corporations and to all debts, choses in action and other interests due or belonging to the Constituent Corporations and shall be subject to, and responsible for, all the debts, liabilities, obligations and duties of the Constituent Corporations with the effect set forth in Section 607.11101 of the BCA.

D. Effective Time. The Merger shall be effective at 11:59 P.M. (the "Effective Time") on the date (the "Closing Date") these Articles of Merger are filed with the Secretary of State of the State of Florida in accordance with the BCA.

E. Articles of Incorporation and Bylaws of the Surviving Corporation.

(a) At the Effective Time and without any further action on the part of the Surviving Corporation or Disappearing Corporation, the Articles of Incorporation of Surviving Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation; *provided, however*, that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended, and, as amended, shall be and read:

"Article I. Name. The name of this corporation shall be "Commercial Business Finance Corp."

(b) At the Effective Time and without further action on the part of the Surviving Corporation or Disappearing Corporation, the Bylaws of Surviving Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation.

F. Directors and Officers of the Surviving Corporation. At the Effective Time, the directors of Surviving Corporation shall be James T. Barnes, Ralph V. Hadley, III and David G. Pape, each of such directors to hold office, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until the next annual shareholders' meeting of the Surviving Corporation and until their successors shall be duly elected or appointed and duly qualified. At the Effective Time, the officers of the Surviving Corporation shall be David G. Pape,

- President and Treasurer, and Ralph V. Hadley, III, Secretary, in each case until their respective successors are duly elected or appointed and qualified.

G. Conversion of Shares. At the Effective Time and by virtue of the Merger and without any action on the part of the shareholders of the Constituent Corporations:

(1) The Shares shall be converted into the right to receive the Merger Consideration set forth in the Agreement, a copy of which is on file at the Surviving Corporation.

(2) Each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

H. Exchange of Certificates.

At and after the Effective Time, holders of certificates representing the Shares shall cease to have any rights as shareholders of the Disappearing Corporation, except for the right to surrender such certificates in exchange for the Merger Consideration.


I. The Closing. Subject to the terms and conditions of this Agreement, the closing (the "Closing") of this Agreement and the transactions contemplated hereunder (except for the filing of the Articles of Merger with the Secretary of State of the State of Florida, which shall take place at the offices of the Secretary of State of the State of Florida) shall take place at the offices of the Disappearing Corporation at 10:00 a.m., local time, on the Closing Date.

B. The Effective Date is the date of the filing of these Articles of Merger.

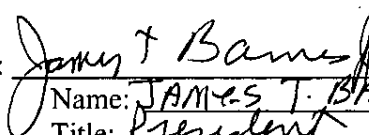
C. As of February 28, 2008, the Plan of Merger set forth in these Articles of Merger was approved (1) by the Boards of Directors of each corporation that is a party to the Merger, (2) by the sole shareholder of the Disappearing Corporation, and (3) by the sole shareholder of the Surviving Corporation, each being the only shareholders required to act on the Plan of Merger. Accordingly, the Merger has been approved in accordance with Florida Statutes Section 607.1103.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of February 28, 2008.


DGP, Inc.

By: 
David G. Pape, President

B.F. Financial Services, Inc.

By: 
Name: JAMES T. BARNES JR.
Title: President

The BANKshares, Inc.

By: 
Name: THOMAS P. ABELMAN
Title: CEO & TREASURER