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12-31-06



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MERGER OR SHARE EXCHANGE

BLISS AND GLENNON, INC.

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ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12-31-06

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bliss and Glennon, Inc.	California	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dominion Speciality Group, Inc.	Florida	P96000045899

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 15, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleBliss and Glennon, Inc.Walter L. Smith, SecretaryDominion Specialty Group, Inc.Walter L. Smith, Secretary

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PLAN OF MERGER
of
DOMINION SPECIALTY GROUP, INC.
(a Florida corporation)

with and into

BLISS AND GLENNON, INC.
(a California corporation)

THIS PLAN OF MERGER is entered into between Bliss and Glennon, Inc., a corporation duly organized and existing under the laws of the State of California (hereafter the "Surviving Corporation"), and Dominion Specialty Group, Inc., a corporation duly organized and existing under the laws of the State of Florida (hereafter referred to as the "Merging Corporation"), and as approved by the Shareholders and Board of Directors of said Merging Corporation and the Surviving Corporation, and is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation:

1. The Merging Corporation is a corporation incorporated in the State of Florida and shall be merged with and into Bliss and Glennon, Inc., which is a corporation incorporated in the State of California (the "Merger").
2. The separate existence of the Merging Corporation shall cease upon the Effective Date (as hereinafter defined) of the Merger in accordance with the provisions of the Section 607.1101 of the Florida Statutes and the California Corporations Code.
3. The Surviving Corporation shall continue its existence under its present name pursuant to the provisions of the California Corporations Code.
4. Upon the effective date of the Merger, the Articles of Incorporation of the Surviving Corporation as existing and constituted immediately prior to the effective date of the

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Merger shall, from and after the effective date of the Merger, be and constitute the Articles of Incorporation of the Surviving Corporation until amended and changed in the manner prescribed by the provisions of the California Corporations Code.

5. Upon the effective date of the Merger, the Bylaws of the Surviving Corporation shall be the Bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the California Corporations Code.

6. The issued and outstanding shares of common stock of the Merging Corporation shall, upon the effect date of the Merger, no longer be outstanding and shall be cancelled without consideration and retired and shall cease to exist.

7. Upon the effective date of the Merger, the Surviving Corporation shall file with the Florida Secretary of State an Application for Authority to Transact Business in Florida and an Application for Registration of Fictitious Name to transact business as "Bliss and Glennon - Southeast Division", in accordance with the Florida Statutes.

8. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

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The merger herein provided for shall become effective at the close of business on
December 31, 2006.

Date: December 26, 2006

BLISS AND GLENNON, INC.,
a California corporation

By: 

Timothy J. Korman, Vice President

By: 

Walter L. Smith, Secretary

Date: December 26, 2006

DOMINION SPECIALTY GROUP, INC.,
a Florida corporation

By: 

Timothy J. Korman, Vice President

By: 

Walter L. Smith, Secretary

(026379v)

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