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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
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MERGER OR SHARE EXCHANGE

MARIANNE EDMONDS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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05 AUG 22 AM 8:00
DIVISION OF CORPORATIONS

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05 AUG 22 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger
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EFFECTIVE DATE
September 1, 05

**ARTICLES OF MERGER OF PRAG ACQUISITION, INC.
INTO MARIANNE EDMONDS, INC.**

To the Department of State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the corporations herein named do hereby adopt the following articles of merger for the purpose of merging **PRAG ACQUISITION, INC., a Florida corporation ("Acquisition")** with and into **MARIANNE EDMONDS, INC., a Florida corporation ("MEI")**.

1. The names of the constituent corporations are Acquisition, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, and MEI, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Acquisition with and into MEI as approved by the directors and shareholders of each constituent corporation on August 19, 2005.

3. The approval of the Plan of Merger by the directors and shareholders of Acquisition on August 19, 2005 was by unanimous written consent, which has been given in accordance with the provisions of Sections 607.1101 and 607.1103 of the Florida Business Corporation Act, and any written notice required by that Article has been given.

4. The approval of the Plan of Merger by the directors and shareholders of MEI on August 19, 2005 was by unanimous written consent, which has been given in accordance with the provisions of the Florida Business Corporation Act, and any required written notice has been given.

5. The approval of the Plan of Merger has been duly authorized by all action required by Section 607.1103 of the Florida Business Corporation Act and by their constituent documents.

6. MEI will continue to exist as the surviving corporation under the name "Marianne Edmonds, Inc." pursuant to the provisions of the laws of the State of Florida and will be governed by the Florida Business Corporation Act.

7. The merger herein provided for shall be effective as of September 1, 2005.

8. These Articles of Merger may be executed by the parties in counterparts.

EFFECTIVE DATE

Sept. 01, 05

FILED
05 AUG 22 AM 9:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

Executed on August 19, 2005.

ACQUISITION, INC.:

**PRAG ACQUISITION, INC.,
a Florida corporation**

By: William W. Cobbs
Name: William W. Cobbs
Title: President

MEI:

**MARIANNE EDMONDS, INC.,
a Florida corporation**

By: _____
Name: Marianne Edmonds
Title: President

Executed on August 19, 2005.

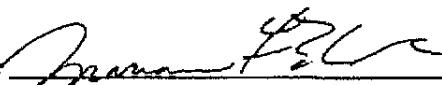
ACQUISITION, INC.:

PRAG ACQUISITION, INC.,
a Florida corporation

By: _____
Name: William W. Cobbs
Title: President

MEI:

MARIANNE EDMONDS, INC.,
a Florida corporation

By:  _____
Name: Marianne Edmonds
Title: President

PLAN OF MERGER

PLAN OF MERGER by resolution adopted by the Board of Directors and sole shareholder of PRAG Acquisition, Inc., a Florida corporation (hereafter "Acquisition") as of August 18, 2005, and by resolution adopted by the Board of Directors and sole shareholder of Marianne Edmonds, Inc., a Florida corporation on as of August 18, 2005 (hereafter "MEI").

1. Names of Constituent Entities.

Name of Acquisition Entity: PRAG ACQUISITION, INC., a Florida corporation

Name of Surviving Entity: MARIANNE EDMONDS, INC., a Florida corporation

Name of Acquisition's

Parent: PUBLIC RESOURCES ADVISORY GROUP, INC., a
New York corporation (hereafter "PRAG")

2. The Merger. Acquisition shall merge with and into MEI (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate corporate existence of Acquisition shall cease, and MEI shall continue as the surviving entity in the Merger (the "Surviving Entity"), and shall further continue its legal existence under the laws of the State of Florida.

3. Effect of Merger. The Merger shall have the effects set forth in the Florida Business Corporations Act, as amended (the "Act")

4. Effective Time. The Merger shall become effective at 12:01 a.m., Eastern Daylight Time, on September 1, 2005 (the "Effective Time"). The Constituent Entities will cause Articles of Merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Act in order to effect the Merger as of the Effective Time.

5. Additional Action. The Surviving Entity shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document, in the name and on behalf of either Acquisition or MEI, in order to vest or to perfect or confirm of record in the Surviving Entity the title to any property, rights, privileges, powers, licenses, and franchises of either Acquisition or MEI.

6. Conversion of Acquisition Shares. At the Effective Time, the Acquisition Shares issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 100 MEI Shares title in the name of PRAG.

No additional Acquisition Shares shall be issued to PRAG or to any other person or entity in connection with the Merger.

7. **Conversion of MEI Shares.** At the Effective Time, the 100 MEI Shares issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into six (6) PRAG Shares titled in the name of Marianne Edmonds ("Edmonds"), currently the sole shareholder of MEI. No additional MEI Shares shall be issued to Edmonds or to any other person or entity in connection with the Merger.

8. **Rights and Obligations of Acquisition.** In accordance with and insofar as permitted by the applicable provisions of the Acts: (i) MEI possess all rights, privileges and powers of Acquisition, (ii) all property and assets of Acquisition shall vest in MEI without any further act or deed, and (iii) the MEI shall assume and be liable for all liabilities and obligations of Acquisition.

9. **MEI Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of MEI in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of MEI as the surviving entity immediately following the Merger.

10. **Articles of Incorporation of Acquisition.** The Articles of Incorporation and Bylaws of Acquisition shall be deemed terminated as of the Effective Time.

11. **Acquisition Organizational Agreements.** All other organizational agreements and instruments relating to Acquisition shall be deemed terminated as of the Effective Time.

12. **Amendment.** The Constituent Entities may, by mutual consent, amend the Plan of Merger prior to the Effective Time. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by all of the Constituent Entities.

13. **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from Edmonds and PRAG upon mutual written consent of Acquisition and MEI).

14. **Shareholder and Member Approval.** The respective obligations of the Constituent Entities to effect the Merger have been approved by PRAG as the sole shareholder of Acquisition and by Edmonds as the sole shareholder of MEI.

15. **Filing of the Merger Documents.** On the Closing Date any officer of Acquisition and MEI is hereby authorized and directed to cause the Articles of Merger and all other required documents, if any, to be executed, filed with the Florida Department of State and all other required action to be taken in order to consummate the Merger as of the Effective Time.