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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

srr management corp.

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**ARTICLES
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 6th day of October, 2009, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

SRR MANAGEMENT CORP., a Florida corporation (the "Surviving Corporation"); and
SRR CONSULTING CORP., a Florida corporation ("Merged Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 1, 1997, and having an authorized capital stock of 100 shares of common stock having a par value of \$5.00 per share, of which 100 shares of common stock, being all of the shares issued and outstanding, are owned as follows:

SRR Consulting Corp. 100 shares

B. Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on August 1, 1997, and having authorized capital stock of 5,000 shares of common stock having a par value of \$1.00 per share, of which all of the shares issued and outstanding, are owned as follows:

Stanley R. Rosenthan and
Barbara Rosenthal, as Tenants
by the Entireties 1000 shares

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations, including the reduction of costs, expenses and state income taxes, that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President of each of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the close of business on October 6, 2009 (the "Effective Date").

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2. The names of the corporations that are parties to the Merger are as follows:
 - a) SRR MANAGEMENT CORP.; and
 - b) SRR CONSULTING CORP.
3. The surviving corporation shall be SRR MANAGEMENT CORP.
4. The undersigned hereby certify that this Plan was unanimously adopted by the Board of Directors of each of the Constituent Corporations on the 6th day of October, 2009, and was unanimously approved by the shareholders of all the issued and outstanding shares of each of the Constituent Corporations on the same date. For each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.
5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merged Corporation shall be deemed canceled and each of the shares of the Surviving Corporation shall remain issued and outstanding, but reissued in the name of Stanley R. Rosenthal and Barbara M. Rosenthal, as Tenants by the Entireties.
6. The By-Laws of the Surviving Corporation have been amended as provided in the Actions of the Constituent Corporations approving these Articles and Plan of Merger and as amended shall remain in effect until the same is altered, amended, or repealed.
7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.
8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.
9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.
10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.
11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever

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account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of each of the Constituent Corporations.

SRR MANAGEMENT CORP., a Florida
corporation

By: 
Stanley R. Rosenthal, President

SRR CONSULTING CORP., a Florida
corporation

By: 
Stanley R. Rosenthal, President

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