

DEC. 17. 2004

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MERGER OR SHARE EXCHANGE

CARLISLE MANAGEMENT SERVICES, INC.

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DEC 20 2004

ARTICLES OF MERGER
OF
CMS OPERATIONS NEW JERSEY, INC.
AND

Carlisle Management Services, Inc.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof] is a Plan of Merger for merging CMS OPERATIONS NEW JERSEY, INC. (hereinafter the "Subsidiary Corporation") into CARLISLE MANAGEMENT SERVICES, INC. (hereinafter the "Parent Corporation"), as approved by the Board of Directors of the Parent Corporation on December 8, 2004.

2. The merger of the Subsidiary Corporation with and into the Parent Corporation is permitted by the laws of the jurisdiction of organization of the Subsidiary Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Subsidiary Corporation was December 8, 2004.

3. As to the Parent Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 8, 2004.

4. Shareholder approval was not required for the merger.

DEC. 17. 2004 2:26PM CORPORATION SVC CO

NO. 440 P. 3
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Executed on December 8, 2004.

CMS OPERATIONS NEW JERSEY, INC.

By: P. M. R. Gaze
Peter M. R. Gaze, President

CARLISLE MANAGEMENT SERVICES, INC.

By: P. M. R. Gaze
Peter M. R. Gaze, President

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PLAN OF MERGER

- "1. Carlisle Management Services, Inc. (hereinafter "Parent Corporation"), which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of CMS Operations New Jersey, Inc. (hereinafter "Subsidiary Corporation"), which is a business corporation of the State of Delaware, hereby merges Subsidiary Corporation into Parent Corporation pursuant to the provisions of the laws of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act.
- "2. The separate existence Subsidiary Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Parent Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
- "3. The issued shares of Subsidiary Corporation shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
- "4. The Board of Directors and the proper officers of Parent 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 Plan of Merger or of the merger herein provided for."