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MERGER OR SHARE EXCHANGE

The Spalding Financial Group, Inc.

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ARTICLES OF MERGER
OF
RCH FINANCIAL SERVICES, INC.
INTO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE SPALDING FINANCIAL GROUP, INC.

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

FIRST: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

The Spalding Financial Group, Inc.

Florida

SECOND: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

RCH Financial Services, Inc.

Florida

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 ("Effective Time").

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 27, 2007.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on December 27, 2007.

December 27, 2007.

RCH FINANCIAL SERVICES, INC.

By: 

Malika S. Hinkson, Vice President

THE SPALDING FINANCIAL GROUP, INC.

By: 

Malika S. Hinkson, Vice President

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**PLAN OF MERGER
OF
RCH FINANCIAL SERVICES, INC.
INTO
THE SPALDING FINANCIAL GROUP, INC.**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
The Spalding Financial Group, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RCH Financial Services, Inc.	Florida

Third: All shares of RCH Financial Services, Inc. common stock, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares. Each share of common stock of the surviving corporation issued and outstanding at the Effective Date of the Merger shall thereafter constitute all of the issued and outstanding capital stock of the surviving corporation.

Fourth: The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the date of the Merger shall continue to represent one issued share of the surviving corporation.

Fifth: At the Effective Time, (i) the Articles of Incorporation of The Spalding Financial Group, Inc. as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the surviving corporation and, (ii) the By-laws of The Spalding Financial Group, Inc. in effect immediately prior to the Effective Time shall be the By-laws of the surviving corporation, in each case until amended in accordance with applicable law.

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