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MERGER OR SHARE EXCHANGE

GALLET & ASSOCIATES, INC.

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This Instrument Prepared By:
Michael D. Tucker, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz,
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

CERTIFICATE OF MERGER
MERGING
GALLET & ASSOCIATES GULF COAST, INC., *P98-100434*
A FLORIDA CORPORATION,
GALLET & ASSOCIATES OF GEORGIA, INC.,
A GEORGIA CORPORATION,
GALLET & ASSOCIATES OF MISSISSIPPI, LLC,
AN ALABAMA LIMITED LIABILITY COMPANY
AND
TRI-STATE GEOSCIENCES, LLC,
A TENNESSEE LIMITED LIABILITY COMPANY,
WITH AND INTO
GALLET & ASSOCIATES, INC., *F09-1673*
AN ALABAMA CORPORATION

09 JUL 22 PM 3:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TO THE SECRETARY OF STATE OF THE
STATE OF ALABAMA
STATE OF FLORIDA
STATE OF GEORGIA
STATE OF TENNESSEE

Pursuant to the provisions of § 10-15-4 of the Alabama Business Entities Conversion and Merger Act, §§ 607-1104 and 607-1108 of the Florida Business Corporation Act, §14-2-1101 of the Georgia Business Corporation Code, §10-12-54 of the Alabama Limited Liability Company Act and §48-244-103 of the Tennessee Limited Liability Company Act, Gallet & Associates, Inc., an Alabama corporation, Gallet & Associates Gulf Coast, Inc., a Florida corporation, Gallet & Associates of Georgia, Inc., a Georgia corporation, Gallet & Associates of Mississippi, LLC, an Alabama limited liability company and Tri-State Geosciences, LLC, a Tennessee limited liability company, adopt this Certificate of Merger as of July 1, 2009.

1. NAME, JURISDICTION AND DATE OF FORMATION OF CONSTITUENT COMPANIES. Gallet & Associates, Inc., an Alabama corporation ("Gallet"), was formed on May 23, 1989 under the laws of the State of Alabama by filing Articles of Incorporation with the Office of the Judge of Probate of Shelby County, Alabama. Gallet & Associates Gulf Coast, Inc., a Florida corporation ("Florida"), was formed on December 2, 1998, under the laws of the State of Florida by filing Articles of Incorporation with the Secretary of State of the State of Florida. Gallet & Associates of Georgia, Inc., a Georgia corporation ("Georgia"), was formed on June 29, 1995, under the laws of the State of Georgia by filing Articles of Incorporation with the Secretary of State of the State of Georgia. Gallet & Associates of Mississippi, LLC, an Alabama limited liability company ("Mississippi"), was formed on July 26, 2006, under the laws of the State of Alabama by filing Articles of Organization with the Office of the Judge of Probate of Jefferson County, Alabama. Tri-State Geosciences, LLC, a Tennessee limited liability company, was formed on July 1, 2009, under the laws of the State of Tennessee by filing Articles of Organization with the Secretary of State of the State of Tennessee.

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company ("Tennessee"), was formed on August 2, 2007, under the laws of the State of Tennessee by filing Articles of Organization with the Secretary of State of the State of Tennessee. Florida, Georgia, Mississippi, Tennessee and Gallet shall be referred to collectively as the "Constituent Companies").

2. **SURVIVING ENTITY.** Gallet shall be the surviving entity of the merger (the "Surviving Entity"), shall continue to be an Alabama corporation and shall continue to be governed by the laws of the State of Alabama. The Articles of Incorporation of the Surviving Entity shall be its articles of incorporation.

3. **PRINCIPAL OFFICE ADDRESS OF SURVIVING ENTITY.** The street address of the principal office of the Surviving Entity is:

Gallet & Associates, Inc.
110 12th Street North
Birmingham, Alabama 35203

4. **AGREEMENT AND PLAN OF MERGER.** An Agreement and Plan of Merger has been adopted, approved, certified and executed by the Constituent Companies in accordance with § 10-15-4 of the Alabama Business Entities Conversion and Merger Act, §10-12-54 of the Alabama Limited Liability Company Act, §607-1108 of the Florida Business Corporation Act, §14-2-1101 of the Georgia Business Corporation Code, and §48-244-101 of the Tennessee Limited Liability Company Act. The Agreement and Plan of Merger is on file at the following place of business of the Surviving Entity: 110 12th Street North, Birmingham, Alabama 35203. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member (as the case may be) of any business entity which is a party to the merger.

5. **APPOINTING SECRETARY OF STATE AS AGENT.** The Surviving Entity hereby appoints the Secretaries of State of the States of Florida, Georgia and Tennessee as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic business entity which is a party to the merger.

6. **PAYMENT TO DISSENTING SHAREHOLDERS.** The Surviving Entity has agreed to promptly pay to the dissenting shareholders of any corporate entity which is a party to the merger the amount, if any, to which they are entitled under §607-1302 of the Florida Business Corporation Act.

7. **APPROVAL OF MERGER.** The merger was duly approved by the shareholders of the Florida and Georgia Constituent Companies.

~ Signatures on following page ~

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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the day and year first above written.

GALLET & ASSOCIATES, INC.

By: Sandra L. Gallet
Sandra L. Gallet, President

GALLET & ASSOCIATES GULF COAST, INC.

By: Alain J. Gallet
Alain J. Gallet, President

GALLET & ASSOCIATES OF GEORGIA, INC.

By: Jan Sheng
Jan Sheng, President

GALLET & ASSOCIATES OF MISSISSIPPI, LLC

By: GALLET & ASSOCIATES, INC.
Its: Sole Member

Sandra L. Gallet
Sandra L. Gallet, President

TRI-STATE GEOSCIENCES, LLC

By: GALLET & ASSOCIATES, INC.
Its: Sole Member

Sandra L. Gallet
Sandra L. Gallet, President

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**AGREEMENT AND PLAN OF MERGER
MERGING
GALLET & ASSOCIATES GULF COAST, INC.,
A FLORIDA CORPORATION,
GALLET & ASSOCIATES OF GEORGIA, INC.,
A GEORGIA CORPORATION,
GALLET & ASSOCIATES OF MISSISSIPPI, LLC,
AN ALABAMA LIMITED LIABILITY COMPANY
AND
TRI-STATE GEOSCIENCES, LLC
A TENNESSEE LIMITED LIABILITY COMPANY,
WITH AND INTO
GALLET & ASSOCIATES, INC.,
AN ALABAMA CORPORATION**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

This AGREEMENT AND PLAN OF MERGER (the "Agreement") by and between GALLET & ASSOCIATES, INC., an Alabama corporation ("GAI"), GALLET & ASSOCIATES GULF COAST, INC., a Florida Corporation ("GAGC"), GALLET & ASSOCIATES OF GEORGIA, INC., a Georgia Corporation ("GAG"), GALLET & ASSOCIATES OF MISSISSIPPI, LLC, an Alabama limited liability company ("GAMS") and TRI-STATE GEOSCIENCES, LLC, a Tennessee limited liability company ("TSG") is dated as of July 1, 2009. GAGC, GAG, GAMS and TSG are sometimes hereinafter referred to, collectively, as the "Gallet Subsidiaries."

WITNESSETH:

WHEREAS, it has been proposed that the Gallet Subsidiaries merge with and into GAI, with GAI being the entity surviving the merger;

WHEREAS, the respective boards of directors or members (as the case may be) of the Gallet Subsidiaries deem it advisable and to the advantage, welfare and best interest of the Gallet Subsidiaries and their respective shareholders or members (as the case may be) to merge the Gallet Subsidiaries with and into GAI upon the terms and conditions hereinafter set forth;

WHEREAS, this Agreement has been duly approved by the board of directors of GAI in accordance with §10-15-4(c) of the Alabama Business Entities Conversion and Merger Act;

WHEREAS, this Agreement has been duly adopted by the board of directors of GAGC and duly approved by the sole shareholder of GAGC in accordance with §607-1108 of the Florida Business Corporation Act;

WHEREAS, this Agreement has been duly adopted by the board of directors of GAG and duly approved by the sole shareholder of GAG in accordance with §14-2-1101 of the Georgia Business Corporation Code;

WHEREAS, this Agreement has been duly approved by the sole member of GAMS in accordance with §10-12-54 of the Alabama Limited Liability Company Act; and

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WHEREAS, this Agreement has been duly approved by the sole member of TSG in accordance with §48-244-101 of the Tennessee Limited Liability Company Act.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements of the parties hereinafter set forth, the parties hereby agree as follows:

1. **Effect of Merger; Surviving Party.** As of the "Effective Date" (as hereinafter defined), the Gallet Subsidiaries shall be merged with and into GAI, with GAI being the surviving business entity in the merger and continuing to operate as a corporation under the laws of the State of Alabama; the separate organizational existence of the Gallet Subsidiaries shall cease and all rights, privileges, immunities, franchises and powers, of a public as well as private nature, of each of the parties, and all property, real, personal and mixed, and all debts due to each of the parties, as well as all other things and causes of action belonging to each of the parties, shall be vested in GAI and shall thereafter be the property of GAI as they were of each of the parties, and the title to any real property vested by deed or otherwise in any of the parties shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and liens upon the property of each of the parties shall be preserved unimpaired, and all debts, liabilities and duties of each of the parties shall, after the Effective Date, attach to GAI and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by GAI.
2. **Name.** As of the Effective Date, the name of the surviving business entity shall continue to be Gallet & Associates, Inc.
3. **Filing of Certificate; Effective Date.** As soon as practicable following the execution of this Agreement, GAI will file a certificate of merger (the "Certificate of Merger") with the Secretaries of State of the States of Alabama, Florida, Georgia and Tennessee and will record the Certificate of Merger in the office of the judge of probate in Jefferson County, Alabama and Shelby County, Alabama in accordance with §10-15-4(h) of the Alabama Business Entities Conversion and Merger Act. The merger of the Gallet Subsidiaries with and into GAI as contemplated by this Agreement shall be and become effective upon the date of the filing of the Certificate of Merger with the Secretaries of State of the States of Alabama, Florida, Georgia and Tennessee (the "Effective Date").
4. **Articles of Incorporation.** The Articles of Incorporation of GAI, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of GAI after the Effective Date without change or amendment until further amended in the manner prescribed by the Alabama Business Corporation Act.
5. **Bylaws.** The Bylaws of GAI, as in effect immediately prior to the Effective Date, shall be the Bylaws of GAI after the Effective Date and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Incorporation of GAI and in the manner prescribed by the Alabama Business Corporation Act.
6. **Directors and Officers.** Immediately after the Effective Date, the directors and officers of GAI immediately prior to the Effective Date shall continue to be the directors and officers of GAI, in each case until their successors are duly elected and qualified as provided in the Bylaws of GAI.
7. **Conversion of Shares or Membership Units.** Upon the Effective Date, each share of common stock or each membership unit (as the case may be) of the Gallet Subsidiaries issued and

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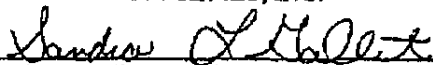
outstanding immediately prior to the Effective Date shall be cancelled and retired and no new shares of common stock or other securities of GAI shall be issued in respect thereof.

8. Maintenance and Copies of Agreement. A copy of this Agreement shall be maintained at GAI's principal place of business located at 110 12th Street North, Birmingham, Alabama 35203 or such other address as GAI may from time to time establish its principal office, and a copy of this Agreement shall be furnished by GAI, on request and without cost, to any person who is an equity owner of the Gallet Subsidiaries or GAI.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

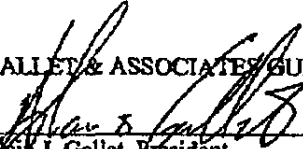
GAI:

GALLET & ASSOCIATES, INC.

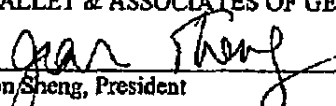

Sandra L. Gallet, President

GALLET SUBSIDIARIES:

GALLET & ASSOCIATES GULF COAST, INC.


Brian J. Gallet, President

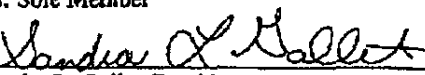
GALLET & ASSOCIATES OF GEORGIA, INC.


Jon Sheng, President

GALLET & ASSOCIATES OF MISSISSIPPI, LLC

By: GALLET & ASSOCIATES, INC.

Its: Sole Member


Sandra L. Gallet, President

TRI-STATE GEOSCIENCES, LLC

By: GALLET & ASSOCIATES, INC.

Its: Sole Member


Sandra L. Gallet, President

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