

**ARTICLES OF MERGER
OF
GALLET ACQUISITION CORP.,
an Alabama Corporation
with and into
GALLET & ASSOCIATES, INC.,
an Alabama Corporation**

FILED IN OFFICE
AUG 31 2009
SECRETARY OF STATE
EFFECTIVE
@ 9:00 A.M.
SEP 01 2009



20090904000342990 1/6 \$25.00
Shelby Cnty Judge of Probate, AL
09/04/2009 02:45:03 PM FILED/CERT

**TO THE SECRETARY OF STATE
OF THE STATE OF ALABAMA:**

Pursuant to the provisions of §§ 10-2B-11.01 and 10-2B-11.05 of the Alabama Business Corporation Act, Gallet & Associates, Inc., an Alabama corporation and Gallet Acquisition Corp., an Alabama corporation (hereinafter, collectively, referred to as the "Constituent Corporations") hereby adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. SURVIVING CORPORATION. Gallet & Associates, Inc. shall be the surviving corporation and shall continue to be governed by the laws of the State of Alabama.

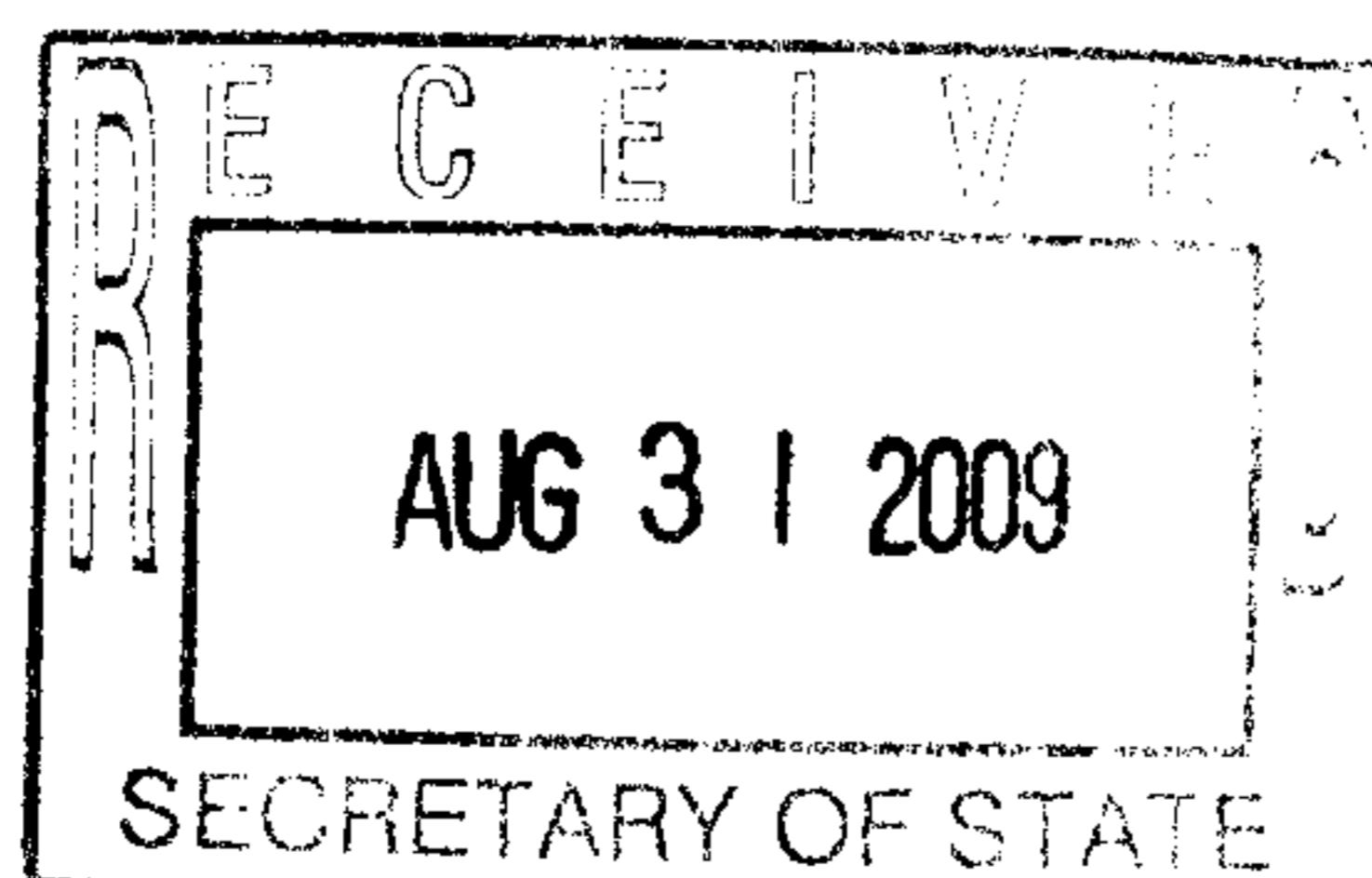
2. PLAN OF MERGER. The Plan of Merger is attached hereto as *Exhibit "A"* and incorporated herein by reference (the "Plan of Merger"). The Plan of Merger is on file at the principal place of business of Gallet & Associates, Inc. at the following address: 18001 W. 106th Street, Suite 300, Olathe, Kansas 66061. A copy of the Plan of Merger will be furnished upon request and without cost to any shareholder of either Constituent Corporation.

3. DESCRIPTION OF SHARES. The number of outstanding shares, the designations of such shares and the number of shares entitled to cast votes of each Constituent Corporation with respect to the Plan of Merger are as follows:

<u>Constituent Corporation</u>	<u>Number Outstanding</u>	<u>Designation of Shares</u>	<u>Number Entitled to Cast Votes</u>
Gallet & Associates, Inc.	27,644	Common	27,644
Gallet Acquisition Corp.	100	Common	100

4. SHAREHOLDER VOTE. As to each of the Constituent Corporations whose shareholders were entitled to vote on the Plan of Merger, the number of shares voted for and against the Plan of Merger is as follows:

<u>Constituent Corporation</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
Gallet & Associates, Inc.	26,982	408
Gallet Acquisition Corp.	100	0



The number of shares of stock of each Constituent Corporation cast in favor of the Plan of Merger was sufficient for its approval.

5. ARTICLES OF INCORPORATION OF CONSTITUENT CORPORATIONS. The Articles of Incorporation of Gallet & Associates, Inc. are filed in the office of the Judge of Probate of Shelby County, Alabama. The Articles of Incorporation of Gallet Acquisition Corp. are filed in the office of the Judge of Probate of Montgomery County, Alabama.

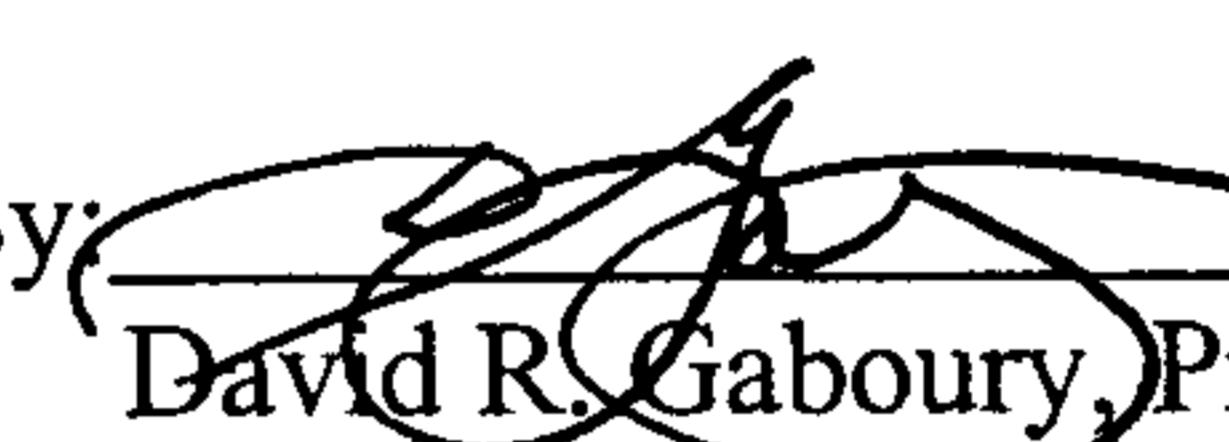
6. EFFECTIVE DATE. The merger of the Constituent Corporations shall be effective at 9:00 a.m. on September 1, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed by and for each of the Constituent Corporations by and through their respective authorized officers as of the 31st day of August, 2009.

GALLET & ASSOCIATES, INC.
(Surviving Corporation)

By: 
Sandra L. Gallet, President

GALLET ACQUISITION CORP.
(Merging Corporation)

By: 
David R. Gaboury, President



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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger"), dated as of August 31, 2009, by and between GALLET ACQUISITION CORP., an Alabama corporation ("GAC") and GALLET & ASSOCIATES, INC., an Alabama corporation ("GAI") (GAC and GAI are collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, T T Companies, Inc., a Delaware corporation ("TTC"), is the parent company of GAC;

WHEREAS, GAC is a corporation duly organized and existing under the laws of the State of Alabama, having been incorporated on August 24, 2009;

WHEREAS, GAI is a corporation duly organized and existing under the laws of the State of Alabama, having been incorporated on May 23, 1989;

WHEREAS, the authorized capitalization of GAC consists of one thousand (1,000) shares of common stock at the par value of \$1.00 per share, of which one thousand (1,000) shares are currently issued and outstanding;

WHEREAS, the authorized capitalization of GAI consists of Fifty Thousand (50,000) shares of common stock at the par value of \$0.67 per share, of which Twenty-Seven Thousand Six Hundred Forty-Four (27,644) shares of common stock are currently issued and outstanding;

WHEREAS, the Boards of Directors and the Shareholders of the Constituent Corporations have decided to merge with each other on the terms described herein, with GAI surviving the merger (the "Merger");

WHEREAS, the Constituent Corporations have entered into a Merger Agreement, dated the date hereof (the "Merger Agreement"); and

WHEREAS, the Constituent Corporations intend that the following terms shall constitute an Agreement and Plan of Merger pursuant to § 10-2B-11.01 of the ALABAMA CORPORATIONS ACT (the "Act") and for purposes of filing Articles of Merger with respect to the Merger.

NOW THEREFORE, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger and § 10-2B-11.01 of the Act, GAC shall be merged with and into GAI with GAI being the surviving corporation (the "Merger").
2. Terms and Conditions of Merger.

(a) Effective Date. The Merger shall become effective upon the filing of the Articles of Merger with the Alabama Secretary of State (the "Effective Date").

(b) Surviving Corporation. GAI shall survive the Merger and shall continue to be governed by the laws of the State of Alabama. The separate corporate existence of GAC shall immediately cease upon the Effective Date and, at that time, GAI and GAC shall be a single corporation (sometimes hereinafter referred to as the "Surviving Corporation"). The Surviving Corporation's principal place of business shall be located at 18001 W. 106th Street, Suite 300, Olathe, Kansas 66061.

(c) Articles of Incorporation. The Articles of Incorporation of GAI shall be the Articles of Incorporation of the Surviving Corporation upon the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

(d) Bylaws. The Bylaws of GAI, shall be the Bylaws of the Surviving Corporation upon the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

3. Authorized Capital. The authorized capital stock of the Surviving Corporation upon the Effective Date shall be One Thousand (1,000) shares of common stock at the par value of \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Alabama. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions on the capital stock of the Surviving Corporation shall be as set forth in the Articles of Incorporation of the Surviving Corporation or as subsequently adopted by the Surviving Corporation.

4. GAC and GAI Stock. All of the issued and outstanding stock of GAC at the time of the merger shall be converted into shares of the Surviving Corporation on a one-for-one basis. All of the issued and outstanding stock of GAI at the time of the merger shall be cancelled and extinguished and converted into the right to receive a combination of cash and fully paid and non-assessable TTC shares having an aggregate value equal to the amount of GAI stock held by each individual stockholder, as more fully described in the Merger Agreement.

5. Retirement of Treasury Stock. Immediately upon the Effective Date, all shares of stock of GAC or GAI held in treasury on the Effective Date, if any, shall be cancelled and retired and no shares of stock or any other securities of the Surviving Corporation shall be issued in respect thereof and no consideration will be paid with respect thereto.

6. Service of Process. The Surviving Corporation consents to be sued and may be served with process in the State of Alabama in any proceeding for enforcement of any obligation of the Surviving Corporation as well as for the enforcement of any of the obligations of GAC arising from



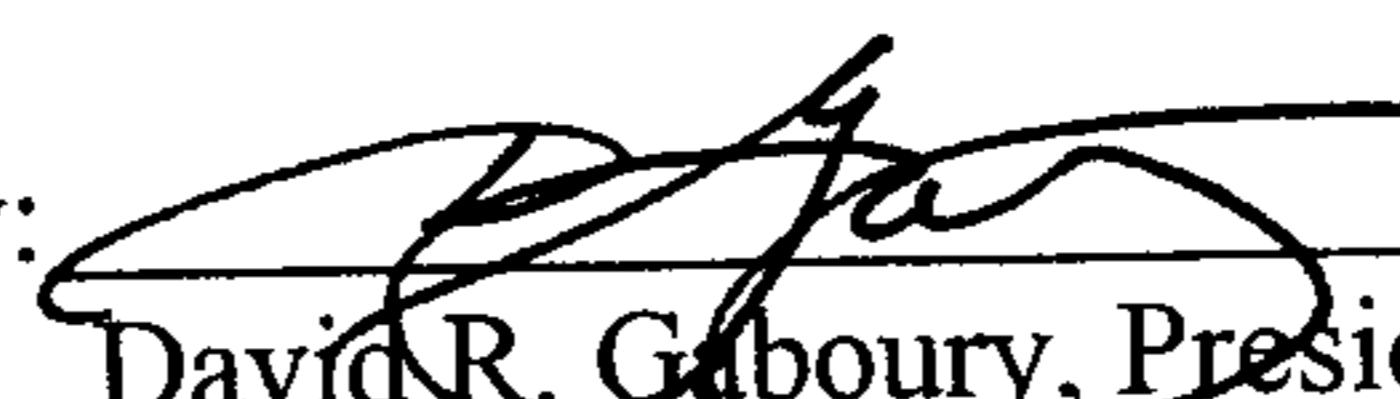
the Merger, including any action or other proceeding to enforce the rights of any dissenting shareholder of GAC against the Surviving Corporation.

7. Inconsistency. To the extent of any inconsistency between this Plan of Merger and the Merger Agreement, the Merger Agreement shall control.

8. Officers and Directors. The officers and directors of GAC on the Effective Date shall serve as the officers and directors of the Surviving Corporation until their successors are elected and shall qualify as otherwise provided in the Bylaws of the Surviving Corporation.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the Constituent Corporations as of the date first written above.

GALLET ACQUISITION CORP.

By: 
David R. Gaboury, President

GALLET & ASSOCIATES, INC.

By: 
Sandra L. Gallet, President



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Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on Sept 1, 2009

DATE

Sept 1, 2009

Beth Chapman RB
Secretary of State