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NAME: FAST TITLE LOANS, INC.

AUDIT NUMBER.....H97000017675

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JTBH CORPORATION, a Florida corporation, P97000086270

INTO

FAST TITLE LOANS, INC., a Florida corporation, P96000026848

File date: October 23, 1997

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
JTBH CORPORATION,
a Florida Corporation
INTO
FAST TITLE LOANS, INC.,
a Florida Corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** JTBH CORPORATION ("JTBH") shall be merged with and into FAST TITLE LOANS, INC., a Florida corporation ("FTL"), (JTBH and FTL collectively referred to herein as the "Constituent Corporations") (the "Merger"), and FTL shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, FTL shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of JTBH, except insofar as it may be continued by operation of law, shall be terminated and cease.

Prepared By:
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4. Transfer of Assets and Liabilities. On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of JTBH issued and outstanding immediately prior to the Effective Date shall be converted into one (1) share of common stock, par value \$.001 per share of the Surviving Corporation and (ii) each share of FTL issued and outstanding immediately prior to the Effective Date shall be converted into one (1) share of common stock, par value \$.001 per share, of Pinnacle Business Management, Inc, the parent of JTBH.

6. Directors. The Directors of FTL shall serve as the only Directors of the Surviving Corporation until their successors shall have been elected or appointed.


SECOND: The Effective Date of the merger is October 23rd, 1997.

THIRD: The plan of merger was adopted by the shareholders of FTL, on the 22nd day of October __, 1997, and was adopted by the shareholders of JTBH, on the 22nd day of October __, 1997.


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Signed this 23rd day of October ____, 1997.

FAST TITLE LOAN, INC.,
a Florida corporation

By:  *President*
Name: MICHAEL BRUCE HALL
Its: PRESIDENT

JTBH CORPORATION,
a Florida corporation

By:  *President*
Name: MICHAEL BRUCE HALL
Its: PRESIDENT

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