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FLORIDA DIVISION OF CORPORATIONS
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P96 000103550

((H96000018120 1)))

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FROM: BROMBERG & SUNSTEIN LLP
105562003126

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NAME: NEXT RECOURSE OF FLORIDA, INC.

AUDIT NUMBER.....H96000018120

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

RECOURSE COMMUNICATIONS, INC., a Rhode Island corporation,
F95000002727

INTO

NEXT RECOURSE OF FLORIDA, INC. which changed its name to

RECOURSE COMMUNICATIONS, INC., a Florida corporation, P96000103550

File date: December 30, 1996

Corporate Specialist: Steven Harris

fax audit no. H96000018120

ARTICLES OF MERGER
of
RECOURSE COMMUNICATIONS, INC.
(A Rhode Island Corporation)
Into
NEXT RECOURSE OF FLORIDA, INC.
(A Florida corporation)

FILED
96 DEC 30 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Next Recourse of Florida, Inc., a corporation organized under the laws of the State of Florida, and Recourse Communications, Inc., a corporation organized under the laws of the State of Rhode Island, hereby certify as follows for the purposes of filing articles of merger with the Florida Secretary of State pursuant to sections 607.1105 and 607.1107 of the Florida Business Corporation Act:

ARTICLE 1. Plan of Merger. The Agreement and Plan of Merger (the "Plan") of Next Recourse of Florida, Inc., a corporation organized under the laws of the State of Florida ("Next Recourse"), and Recourse Communications, Inc., a corporation organized under the laws of the State of Rhode Island ("Recourse"), is attached hereto as Exhibit A. Next Recourse shall be the surviving corporation.

ARTICLE 2. Effective Date. The Effective Date is the later of December 30, 1996 and the date of the filing of these articles of merger.

ARTICLE 3. Adoption by Shareholder. The sole shareholder of Next Recourse and of Recourse has adopted the Plan on December 28, 1996.

ARTICLE 4. Rhode Island Law. The merger called for in the Plan is permitted under Rhode Island law. Recourse is complying with all requirements of Rhode Island law in effecting the merger.

ARTICLE 5. Corporate Name. The Plan provides that the name of the surviving corporation shall be "Recourse Communications, Inc.". Recourse hereby consents to the use of that name by Next Recourse, the surviving corporation. The articles of incorporation of Next Recourse shall be deemed amended upon the filing of these articles of amendment to reflect this name change.

prepared by:
Thomas C. Carey
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110
(617) 443-9292

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The undersigned corporations have executed these Articles of Merger as of the 28th day of December, 1996.

Attest:

RECOURSE COMMUNICATIONS, INC.
(a Rhode Island corporation)

Linda L. Linder

By:

[Signature]
Michael Moore, President

Attest:

NEXT RECOURSE OF FLORIDA, INC.
(a Florida corporation)

Linda L. Linder

By:

[Signature]
Michael Moore, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into as of the 28th day of December, 1996, by and between RECOURSE COMMUNICATIONS, INC., a Rhode Island corporation ("Recourse"), and NEXT RECOURSE OF FLORIDA INC., a Florida corporation ("RCI Florida").

BACKGROUND:

Recourse has a total authorized capital stock consisting of 8,000 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding on the date hereof. RCI Florida has a total authorized capital stock consisting of 1,000,000 shares of common stock, no par value per share, of which one share has been issued as of the date hereof.

The Boards of Directors and shareholders of RCI Florida and of Recourse have determined that it is advisable and in the best interests of RCI Florida, Recourse and the shareholders of Recourse and RCI Florida that Recourse be merged with and into RCI Florida on the terms and conditions hereinafter set forth.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that:

1. Merger. Pursuant to the applicable provisions of the Florida Business Corporation Law and the Rhode Island Business Corporation Act, Recourse is hereby merged with and into RCI Florida, and RCI Florida shall be the surviving corporation and shall continue in existence on the terms and conditions hereinafter set forth. On the Effective Date (as hereinafter defined), the separate existence of Recourse shall cease, Recourse and RCI Florida will be a single corporation which shall continue to exist under, and be governed by, the laws of the State of Florida, and the effect of the merger shall otherwise be as provided under Sections 1101 through 1107 of Florida Statutes, chapter 607, the Florida Business Corporation Laws, as amended, and as provided under Section 7-1.1-69 of the Rhode Island Business Corporation Act, as amended.

2. Articles of Incorporation: Change in Corporate Name. From and after the merger, until thereafter amended as provided by law, the articles of incorporation of RCI Florida as in effect immediately prior to the merger shall be and continue to be

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the articles of organization of RCI Florida, except that the name of the surviving corporation shall be changed to "Recourse Communications, Inc.".

3. Effective Date. The Effective Date of this Agreement and Plan of Merger shall be 12:01AM on December 28, 1996 or such later date as articles of merger are filed with the Florida Secretary of State.

4. Terms and Conditions of Merger.

- (a) Conversion of Recourse Shares Into RCI Florida Shares. On the Effective Date of the merger, each share of common stock of Recourse issued and outstanding immediately prior to the effective date, and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into five thousand (5,000) shares of common stock of RCI Florida, which shall be fully paid and nonassessable.
- (b) Certificates Formerly Representing Recourse Shares. After the Effective Date, each holder of a certificate representing shares of common stock of Recourse prior to the merger will, upon surrender thereof to RCI Florida for cancellation, be entitled to receive a certificate representing the number of shares of common stock of RCI Florida as the holder of is entitled to receive pursuant to the previous paragraph. Until so surrendered, each such certificate shall be deemed for all corporate purposes to evidence shares of stock of RCI Florida as though such surrender and exchange had taken place.
- (c) By-laws. From and after the merger, until thereafter amended as provided by law, the by-laws of RCI Florida as in effect immediately prior to the merger shall be and continue to be the by-laws of RCI Florida.
- (d) Officers and Directors. The persons who are directors and officers of RCI Florida immediately prior to the merger shall continue as the directors and officers of RCI Florida following the merger, and shall hold office as provided in the articles of incorporation and the bylaws of RCI Florida.

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- (c) Shareholder Approval. Consummation of the merger provided for herein has been approved by unanimous written consent of the shareholders of RCI Florida and of Recourse
- (f) Dissenters' Rights. RCI Florida agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of Recourse as well as in any proceeding for the enforcement of the rights of the dissenting shareholders of Recourse against RCI Florida, and RCI Florida hereby irrevocably appoints the Secretary of State of the State of Rhode Island as its agent to accept service of process in any such proceedings. RCI Florida further agrees that it will promptly pay to the dissenting shareholders of Recourse the amount, if any, to which they shall be entitled under the provisions of the Rhode Island Business Corporation Act, as amended, with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, Recourse and RCI Florida have each caused this Agreement and Plan of Merger to be executed by its officer hereunto duly authorized, and its corporate seal to be affixed thereon, as of the day and year first above written.

INC. Attest:

RECOURSE COMMUNICATIONS,
(a Rhode Island corporation)

By: _____
Michael Moore, President

Attest:

NEXT RECOURSE OF FLORIDA, INC.
(a Florida corporation)

By: _____
Michael Moore, President