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Effective date
4-1-04

Merger
T. Lewis 3/23/04

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WILLIAM E. SIMONTON, III

Attorney at Law
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Arlington, Virginia 22203
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Member
Virginia Bar
West Virginia Bar

March 18, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger
American Small Business Investment Company
a Florida corporation, organized June 13, 1961
and
American Small Business Investment Company
a Virginia corporation, organized June 3, 1986

Dear Sirs:

Enclosed herewith are a Transmittal Letter and Plan of Merger to accompany the Articles of Merger submitted heretofore for American Small Business Investment Company, a Florida corporation, organized June 13, 1961, and American Small Business Investment Company, a Virginia corporation, organized June 3, 1986 (See accompanying letter).

Please file the Articles of Merger and Plan of Merger among the corporation records of the Department of State. Please note that the merger date is April 1, 2004, and at that time American Small Business Investment Company, a Florida corporation, organized June 13, 1961, will be terminated/dissolved via merger into the Virginia corporation.

American Small Business Investment Company's check in the sum of \$78.75 was enclosed heretofore to cover the costs of the filing of the Articles of Merger and Plan of Merger for the two companies and for one (1) certified copy of the recorded/filed Articles of Merger. Please direct the certified copy to the undersigned at the above address.

Should you have any questions, please call the undersigned.

Regards,



William E. Simonton, III

WILLIAM E. SIMONTON, III

Attorney at Law
4141 N. Henderson Road, #5
Arlington, Virginia 22203
Phone: (703) 527-5202
Fax: (703) 527-3700

Member
Virginia Bar
West Virginia Bar

March 4, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger
American Small Business Investment Company
a Florida corporation, organized June 13, 1961
and
American Small Business Investment Company
a Virginia corporation, organized June 3, 1986

Dear Sirs:

Enclosed herewith are Articles of Merger for American Small Business Investment Company, a Florida corporation, organized June 13, 1961, and American Small Business Investment Company, a Virginia corporation, organized June 3, 1986.

Please file the Articles of Merger among the corporation records of the Department of State. Please note that the merger date is April 1, 2004, and at that time American Small Business Investment Company, a Florida corporation, organized June 13, 1961, will be terminated/dissolved via merger into the Virginia corporation.

American Small Business Investment Company's check in the sum of \$78.75 is enclosed herewith to cover the costs of the filing of the Articles of Merger for the two companies and for one (1) certified copy of the recorded/filed Articles of Merger. Please direct the certified copy to the undersigned at the above address.

Should you have any questions, please call the undersigned.

Regards,



William E. Simonton, III

ARTICLES OF MERGER
of
AMERICAN SMALL BUSINESS INVESTMENT COMPANY,
a Florida corporation, organized June 13, 1961,
and
AMERICAN SMALL BUSINESS INVESTMENT COMPANY,
a Virginia corporation, organized June 3, 1986
(Adopted February 27, 2004)

04 MAR 23 PM 9:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Virginia Code § 13.1-716, *et seq.*, as amended, and Florida Statutes Title XXXVI, Chapter 607, *et seq.*, as amended, **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Virginia corporation, organized June 3, 1986, and **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Florida corporation, organized June 13, 1961, are hereby merged with **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Virginia corporation, the surviving corporation which shall assume upon itself all the property, rights and liabilities of the two corporations.

AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Virginia corporation, shall perform a reverse stock split of its common stock issuing one (1) share of stock for each two (2) shares of the 10,000 authorized shares of stock held by its existing shareholders, the par value of the stock shall remain unchanged, and shall, after the reverse stock split, exchange one (1) share of its treasury stock for each two (2) shares of the 10,000 shares of **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Florida corporation.

The authorized shares of **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Virginia corporation, shall remain 10,000.

AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Florida corporation, organized June 13, 1961, be dissolved by merger effective on the merger date.

The effective date of the merger shall be at 12:01 a.m., April 1, 2004.

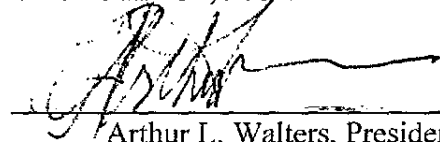
The Board of Directors and Officers are hereby authorized and directed to do all things necessary to record these Articles of Merger with the Virginia State Corporation Commission and the Florida Department of State and take any and all further actions necessary to effectuate the merger.

CERTIFICATION

The undersigned Presidents and Secretaries of **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Florida corporation, and **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Virginia corporation, do hereby certify that the foregoing Articles

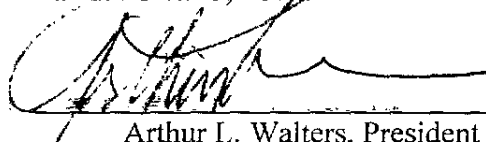
of Merger were adopted by the unanimous consent of the stockholders of **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Virginia corporation, organized June 3, 1986, and **AMERICAN SMALL BUSINESS INVESTMENT COMPANY**, a Florida corporation, organized June 13, 1961, upon the recommendation of the Boards of Directors of both corporations, at special meetings of the boards and stockholders of both corporations held on the 27th day of February, 2004, pursuant to unanimous waiver of notice of special meeting by the stockholders and directors of both corporations:

Dated: March 3, 2004.



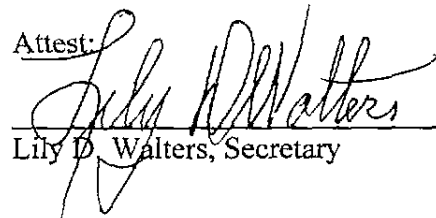
Arthur L. Walters, President
AMERICAN SMALL BUSINESS
INVESTMENT COMPANY,
a Florida corporation

Dated: March 3, 2004.



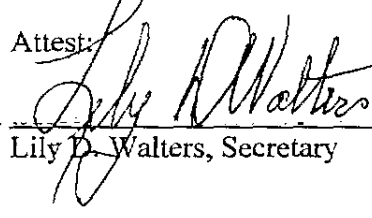
Arthur L. Walters, President
AMERICAN SMALL BUSINESS
INVESTMENT COMPANY,
a Virginia corporation

Attest:



Lily D. Walters, Secretary

Attest:



Lily D. Walters, Secretary

PLAN OF MERGER

(Non Subsidiaries)

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:

<u>Name</u>	<u>Jurisdiction</u>
AMERICAN SMALL BUSINESS INVESTMENT COMPANY	VIRGINIA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
AMERICAN SMALL BUSINESS INVESTMENT COMPANY	FLORIDA

Third: The terms and conditions of the merger are as follows:

AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Virginia corporation, will exchange one (1) share of its stock for each two (2) shares of AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Florida corporation.

AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Virginia corporation, shall be the surviving corporation, and shall assume all the rights, powers, property, interests and liabilities of AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Florida corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Virginia corporation, shall exchange one (1) share of its stock for each two (2) shares of AMERICAN

(Attach additional sheets if necessary)

SMALL BUSINESS INVESTMENT COMPANY, a Florida corporation, and shall assume all the rights, powers, property, interests and liabilities of AMERICAN SMALL BUSINESS INVESTMENT COMPANY, a Florida corporation.

The existance of the Florida corporation shall cease on the merger date of April 1, 2004.

ARTICLES OF MERGER ATTCHED.

OTHER: NONE.

The undersigned hereby attest the foregoing Plan of Merger.

AMERICAN SMALL BUSINESS
INVESTMENT COMPANY,
a Florida corporation

By: 

Arthur L. Walters,
President

AMERICAN SMALL BUSINESS
INVESTMENT COMPANY,
a Virginia corporation

By: 

Arthur L. Walters
President