

335144

THE PARALEGAL OUTSOURCE CO.

One Main Street
Allenstown, NH 03275
Telephone: (603) 485-7960
Facsimile: (603) 485-7960

July 30, 1999

FILED
99 AUG -4 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

400002948884--3
-08/04/99-01021-001
*****78.75 *****78.75

Re: Merger of PCF Leasing Corp. into PCF Systems, Inc.

Dear Sir/Madam:

Please find enclosed original and one (1) copy of Articles of Merger (Profit Corporations) for filing with your office in connection with the above-referenced matter. Also enclosed is our check in the amount of \$78.75 to cover the filing fee for each merging and surviving corporation, and one (1) certified copy.

Thank you for your cooperation in this regard.

Sincerely,



Danielle D. Blais,
Paralegal

*Merger
8-10-99
DDB*

DDB:bms
Enclosures
#566-6

ARTICLES OF MERGER
Merger Sheet

MERGING:

PCF LEASING CORPORATION, a Florida corporation, 335144

INTO

PCF SYSTEMS, INC. a New Hampshire corporation not qualified in Florida

File date: August 4, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

PCF SYSTEMS, INC.

New Hampshire

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

PCF LEASING CORPORATION

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 27, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 27, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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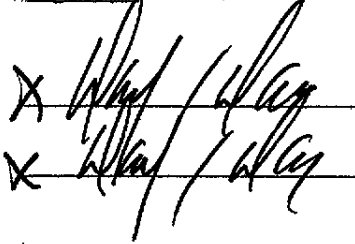
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

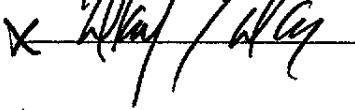
Typed or Printed Name of Individual & Title

PCE SYSTEMS, INC.

X 

David J. Day, Sr., Pres.

PCF LEASING CORP.

X 

David J. Day, Sr., Pres.

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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PCF SYSTEMS, INC.</u>	<u>New Hampshire</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PCF LEASING CORPORATION</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

SEE ATTACHED PLAN OF MERGER

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:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE

OR

Restated articles are attached:

NOT APPLICABLE

Other provisions relating to the merger are as follows:

SEE ATTACHED PLAN OF MERGER

PLAN OF MERGER

RESOLVED: That the Board of Directors hereby determines that the merger of PCF Leasing Corporation (the "Corporation") into PCF Systems, Inc. upon the terms and conditions set forth in the Agreement of Merger submitted to this Board is advisable and generally to the advantage and for the benefit of the Corporation and its stockholders.

FURTHER RESOLVED: That the Agreement of Merger presented to the meeting and the merger therein provided for be, and the same are hereby approved, and the execution of said Agreement by the members of this Board and by proper officers of the Corporation is hereby approved and authorized.

FURTHER RESOLVED: That said Agreement of Merger be submitted for approval and adoption by the stockholders of the Corporation at a special meeting to be held in Manchester, New Hampshire at 4:00 p.m., Eastern Daylight Savings Time, on July 27, 1999; that all necessary or appropriate notices be given to the stockholders that said Agreement of Merger is to be acted upon by them at such meeting; and that the close of business on July 1, 1999, is hereby fixed as the record date for the determination of stockholders entitled to notice of and to vote at such special meeting or any adjournment or adjournments thereof.

FURTHER RESOLVED: That the proper officers of the Corporation be, and they hereby are, authorized to provide, in the material to be submitted to the stockholders in connection with said special meeting, the opportunity to direct whether their vote shall be cast for or against the approval and adoption of said Agreement of Merger and the adoption of resolutions authorizing this Board and the officers of the Corporation to take all necessary or appropriate action to carry out its terms, and the merger therein provided for; a statement of the authority granted to the stockholders of the Corporation by Sections 607.1301, 607.1302 and 607.1320 of the Florida Statutes that they may dissent from said Agreement of Merger and obtain payment for their shares; the stockholders to be advised that in the absence of any direction in respect of the voting on the merger, the proxy of the stockholder is to be voted in favor of such action.

FURTHER RESOLVED: That the officers of the Corporation be, and they hereby are, authorized to include in the proxy material to be submitted to the stockholders in connection with said special meeting all of the material which they consider necessary and desirable to give the stockholders an adequate explanation and all pertinent information regarding the proposed merger, the financial condition of the two Corporations, to the end that they may be enabled to judge the desirability and expediency of the contemplated action; all such material to be in form approved by counsel for the Corporation.

FURTHER RESOLVED: That David J. Day, Sr. be, and he hereby is appointed as proxy, either in person or by his substitute, to act on behalf of and to represent such stockholders of the Corporation as may appoint him their proxy to act for them at said special meeting of stockholders of the Corporation or any adjournment or adjournments thereof.

FURTHER RESOLVED: That the proper officers and counsel of the Corporation, in collaboration with the officers and counsel of PCF Systems, Inc. be, and they hereby are, authorized and directed to take all further steps necessary or desirable to procure the approval and adoption of the Agreement of Merger by the stockholders of the Corporation in accordance with its terms and authorization.

FURTHER RESOLVED: That if said Agreement of Merger shall be duly adopted (a) at such special meeting of the stockholders of the Corporation and pursuant to the laws of the State of Florida and by the votes of the holders of a majority of the total number of outstanding shares of common stock of the Corporation; and (b) at a special meeting of stockholders of PCF Systems, Inc. and pursuant to the laws of the State of New Hampshire and by the votes of the holders of a majority of the outstanding shares of the common stock of PCF Systems, Inc. present at the meeting, the President and the Secretary of the Corporation be, and each of them hereby is, authorized to certify the fact of such adoption by the stockholders of the Corporation of said Agreement of Merger, and that, when said Agreement of Merger shall have been so certified on behalf of the Corporation and have been similarly certified on behalf of PCF Systems, Inc., the proper officers of the Corporation be and they hereby are, authorized and directed to cause "Articles of Merger" to be presented to the Secretary of State of Florida, all in accordance with Sections 607.1101 through 607.1107 of the Florida Statutes, as amended.

FURTHER RESOLVED: That pursuant to Sections 607.1101 through 607.1107 of the Florida Statutes, as amended:

- (1) The constituent corporations are PCF Systems, Inc. and PCF Leasing Corporation. The surviving corporation is to be PCF Systems, Inc.
- (2) PCF Leasing Corporation has 500 shares of outstanding common stock, all of which is entitled to vote on the merger. PCF Systems, Inc. has 100 shares of outstanding common stock, all of which is entitled to vote on the merger.

The number of any of the above shares is not liable to change prior to the merger; such number could increase under the terms of the Agreement of Merger.

- (3) The terms and conditions of the merger are contained in the Agreement of Merger. Each share of common stock of PCF Leasing Corporation is to be entitled to ten (10) shares of the Common Stock of PCF Systems, Inc.
- (4) There are to be no changes in the Articles of Incorporation of PCF Systems, Inc., the surviving corporation, to be effected by the merger.

FURTHER RESOLVED: That the proper officers of the Corporation be, and they hereby are, authorized and directed to execute, in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments and to take from time to time any and all such other action necessary or desirable to carry out the purposes of the foregoing resolutions.