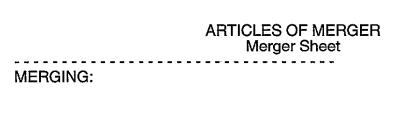
# CORPORATE ACCESS, INC.

# 383357

\ ACCESS, /	236 East 6th Avenue . Tallahassee, Florida 32303		
INC. P.O. Bo	ox 37066 (32315-7066)	~ (850) 222-2666 or (800) 9	69-1666 . Fax (850) 222-1666
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РНОТО СОРУ	·	VILING MC	rger
1) Nationwide	Recovery	Service -	Inc.
(CORPORATE NAME & DOCUMENT #)  2.) (CORPORATE NAME & DOCUMENT #)	Accou	its Ser	vice In
3.)			`
(CORPORATE NAME & DOCUMENT #)	•	· 200	0030779621 -12/22/99010550051 *****70.00 *****70.00
(CORPORATE NAME & DOCUMENT #)			
5.)		OI-OI-O	DATE
(CORPORATE NAME & DOCUMENT #)			
SPECIAL INSTRUCTIONS	C	COULLIETTE DEC 221	
			Major No. 17
	<u> </u>		FIGURAL III
			DAN L



GENERAL ACCOUNTS SERVICE, INC., a Florida corporation, 383357

#### INTO

NATIONWIDE RECOVERY SERVICE, INC., a Georgia corporation not qualified in Florida.

File date: December 22, 1999, effective January 1, 2000

Corporate Specialist: Cheryl Coulliette

#### ARTICLES OF MERGER

OF

#### NATIONWIDE RECOVERY SERVICE, INC.

AND

GENERAL ACCOUNTS SERVICE, INC.



To the Secretary of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging General Accounts Service, Inc. with and into Nationwide Recovery Service, Inc.

SECOND: The merger of General Accounts Service. Inc. with and into Nationwide Recovery Service, Inc. is permitted by the laws of the jurisdiction of organization of General Accounts Services, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of General Accounts Service, Inc. was December 3, 1999.

THIRD: The Board of Directors of Nationwide Recovery Service, Inc. approved and adopted the aforesaid Plan of Merger by written consent given on December 3, 1999 in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code.

Executed on this 15th day of December, 1999.

EFFECTIVE DATE

NATIONWIDE RECOVERY

SERVICE, INC

By:

Name: Gegory M. Shelton

Capacity: Chief Executive Officer

GENERAL ACCOUNTS SERVICE, INC.

Name: Gregory M. Shelton

Capacity: Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

of
GENERAL ACCOUNTS SERVICE, INC.
(a Florida corporation)

with and into
NATIONWIDE RECOVERY SERVICE, INC.
(a Georgia corporation)

I.

#### **MERGER; CONSTITUENT ENTITIES**

GENERAL ACCOUNTS SERVICE, INC., a Florida corporation ("GAS"), shall merge with and into NATIONWIDE RECOVERY SERVICE, INC., a Georgia corporation ("Nationwide"), as permitted by Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1107 of the Georgia Business Corporation Code (the "GBCC") (the "Merger").

II.

#### **SURVIVING ENTITY**

Nationwide shall be the surviving corporation of the Merger. All assets and liabilities of GAS on the effective time of the Merger will become the assets and liabilities of the Company without any action on the part of Nationwide or GAS.

III.

## ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of Nationwide in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Articles of Incorporation and Bylaws after the Merger until further amended in the manner provided by the GBCC.

IV.

#### **DIRECTORS AND OFFICERS**

Upon the effectiveness of the Merger, the directors and officers of Nationwide immediately prior to the Merger shall remain the respective directors and officers of Nationwide after the Merger, holding office in accordance with the Bylaws of the Company.

# MANNER AND BASIS OF CONVERTING SHARES

Upon the Merger becoming effective in accordance with Article VI below, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of GAS, all shares of capital stock of GAS outstanding immediately prior to the effectiveness of the Merger shall be canceled, and no cash, securities or other consideration of any kind shall be issued or paid for such shares of capital stock of GAS pursuant to the Merger. All issued and outstanding shares of Nationwide shall remain issued and outstanding.

#### VI.

### EFFECTIVE DATE

The Merger shall become effective upon January 1, 2000.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalf on this 15th day of December, 1999.

GENERAL ACCOUNTS SERVICE , INC.

Gregory M. Shelton, Chief Executive Officer

NATIONWED RECOVERY SERVICE, INC.

By: Gregory M. Shelton, Chief Executive Offic