

**CORPORATE
ACCESS,
INC.**

383357

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

12/22/99

FILED
DEC 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

CUS

☒ PHOTO COPY

☒ FILING

Merger

1.) Nationwide Recovery Service, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) General Accounts Service Inc
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

200003077962--1
-12/22/99--01055--005
*****70.00 *****70.00

4.) _____
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
01-01-00

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

C. COULLIETTE DEC 22 1999

RECEIVED
20 DEC 22 AM 11:14
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

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.

FILED
99 DEC 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Service, 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
01-01-00

NATIONWIDE RECOVERY
SERVICE, INC.

By: 

Name: Gregory M. Shelton

Capacity: Chief Executive Officer

GENERAL ACCOUNTS SERVICES, INC.

By: 

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.

V.

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.

By: 

Gregory M. Shelton, Chief Executive Officer

NATIONWIDE RECOVERY SERVICE, INC.

By: 

Gregory M. Shelton, Chief Executive Officer