

CT CORPORATION SYSTEM

551510

CORPORATION(S) NAME

(1) RecordsScope, Inc. with and into: Klein, Bury, Reif, Applebaum & Associates, Inc.

(2) Litigation Resources of America-Florida, Inc. with and into: Klein, Bu

01 DEC 31 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 DEC 31 PM 3:27
RECEIVED
DIVISION OF CORPORATION

☐ Profit	☐ Amendment	☒ Merger
☐ Nonprofit		
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	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☒ Certified Copy	☐ Photocopies	☐ CUS
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W.P. Verifier _____

12/31/01

Order#: 5022506

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Ref#: *****70.00 *****70.00

Amount: \$ _____

File together

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette JAN 04 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RECORDSCOPE, INC., a Florida corporation, P98000044150

INTO

KLEIN, BURY, REIF, APPLEBAUM & ASSOCIATES, INC., a Florida entity,
551510.

File date: December 31, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: KLEIN, BURY, REIF, APPLEBAUM & ASSOCIATES, INC.
Ref. Number: 551510

RECEIVED
02 JAN -4 AM 11:32
TALLAHASSEE, FLORIDA

We have received your document for KLEIN, BURY, REIF, APPLEBAUM & ASSOCIATES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As per telephone conversation on 12-31-01, we need the original signatures before these documents can be filed. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

To: Cheryl Coulliette
Document Specialist

Letter Number: 202A00000227

From: Melanie CT

1-4-02

Please back-date filings to 12-31-01.
Thank-you,
M.S.

ARTICLES OF MERGER

OF

RECORDSCOPE, INC.,
(a Florida corporation)

with and into

KLEIN, BURY, REIF, APPLEBAUM & ASSOCIATES, INC.
(a Florida corporation)

FILED
01 DEC 31 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the 1989 Business Corporation Act of the State of Florida (the "FBCA"), the undersigned corporation hereby adopts the following articles of merger:

FIRST: The Plan of Merger is as follows:

1. The Effective Time. The effective time of the Merger (as defined below) will be the date and time when the articles of merger are accepted for filing by the Florida Department of State (the "Effective Time").
2. Certain Effects of the Merger. At and as of the Effective Time:
 - (a) RecordScope, Inc., a Florida corporation ("RecordScope") and a wholly owned subsidiary of U.S. Legal Support, Inc., a Texas corporation ("US Legal"), will be merged with and into (the "Merger") Klein, Bury, Reif, Applebaum & Associates, Inc., a Florida corporation and wholly owned subsidiary of US Legal ("Klein Bury"), and Klein Bury will be the surviving corporation. The name of the surviving corporation will be "Klein, Bury, Reif, Applebaum & Associates, Inc." which is hereinafter referred to as the "Surviving Corporation";
 - (b) The Surviving Corporation will possess all the properties and rights, and be subject to all the restrictions and duties, of RecordScope and be governed by the laws of the State of Florida; and
 - (c) The Articles of Incorporation of Klein Bury will be the Articles of Incorporation of the Surviving Corporation.
4. Effect of the Merger on Capital Stock. At the Effective Time, as a result of the Merger and without any action on the part of any holder thereof:

- a. *Cancellation of RecordScope Common Stock.* At the Effective Time, (i) each share of common stock of RecordScope then outstanding shall be automatically canceled and cease to exist and (ii) any and all RecordScope shares of common stock held in the treasury of RecordScope shall be automatically canceled and cease to exist.
- b. *Conversion of RecordScope's Common Stock.* Each of the shares of RecordScope held by US Legal will convert into the right to receive \$.01 per share, for a total cash payment to US Legal of \$10.00.
- c. *Surrender of RecordScope Stock Certificates.* At or before Effective Time, US Legal shall surrender to the Surviving Corporation the certificates they hold representing 100% of the outstanding shares capital stock of RecordScope as of the Effective Time.

SECOND: The effective date of the Merger shall be the date this Certificate of Merger is filed with the Florida Department of State.

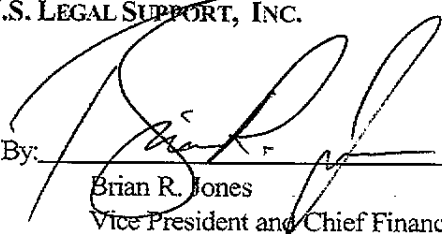
THIRD: In accordance with the provisions of Sections 607.0821 and 607.1104 of the FBCA, (i) the Plan of Merger was adopted by the written consent of the directors of U.S. Legal Support, Inc. dated December 31, 2001 and (ii) no approval by the shareholders of any entity was required.

FOURTH: The Articles of Incorporation of Klein Bury are the Articles of Incorporation of the Surviving Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be signed on its behalf as of December __, 2001.

U.S. LEGAL SUPPORT, INC.

By: 

Brian R. Jones

Vice President and Chief Financial Officer

PLAN AND AGREEMENT OF MERGER
of
RECORDSCOPE, INC.,
(a Florida corporation)

with and into

KLEIN, BURY, REIF, APPLEBAUM & ASSOCIATES, INC.
(a Florida corporation)

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated as of December 31, 2001 and is by and between Klein, Bury, Reif, Applebaum & Associates, Inc., a Florida corporation (the "Surviving Entity"), and RecordScope, Inc., a Florida corporation ("RecordScope") and has been adopted by the board of directors of U.S. Legal Support, Inc., a Texas corporation and the owner of 100% of the issued and outstanding stock of each of the Surviving Entity and RecordScope ("US Legal").

W I T N E S S E T H:

WHEREAS, The Surviving Entity is a corporation duly organized and validly existing under the laws of the State of Florida, with its registered office at CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

WHEREAS, RecordScope is a corporation duly organized and validly existing under the laws of the State of Florida with its principal executive office at 1001 Fannin Street, Suite 650, Houston, Texas 77002-6707;

WHEREAS, the authorized capital stock of RecordScope consists of 1,000 shares of common stock, par value \$1.00 per share, of which, as of the date hereof, 100% are issued and outstanding and are owned by US Legal;

WHEREAS, the board of directors of US Legal deems it desirable and in the best interests of US Legal to merge RecordScope into the Surviving Entity pursuant to the provisions of the Section 607.1104 of the 1989 Business Corporation Act of the State of Florida (the "Act"), and the board of directors of US Legal has proposed, declared advisable, and duly approved by resolution such merger pursuant to this Agreement as required under the Act;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, and in order to prescribe the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of common stock of RecordScope into cash, and such other details and provisions as are deemed necessary or proper, the parties hereby agree as follows:

ARTICLE I

MERGER

1:1 *Surviving Entity.* Subject to the conditions set forth below, RecordScope shall be, as of the Effective Time of the merger as defined in **Section 1:2** hereof, merged into the Surviving Entity, which shall continue its existence as a corporation and remain a Florida corporation governed by and subject to the laws of that State.

1:2 *Effective Time.* The merger shall become effective at the date and time specified in the Articles of Merger filed by the Surviving Entity with the Florida Department of State following its adoption, certification, execution, and acknowledgment in accordance with the Act. The date and time upon which the merger shall become effective, as defined by this **Section 1:2**, is referred to in this Agreement as the "Effective Time."

ARTICLE II

CONTINUED CORPORATE EXISTENCE OF SURVIVING ENTITY

2:1 *Existence.* The identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Surviving Entity shall continue unaffected and unimpaired by the merger, and at the Effective Time, the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of RecordScope shall be wholly merged into the Surviving Entity, and the Surviving Entity shall be fully vested therewith. Accordingly, at the Effective Time, the separate existence of RecordScope, except insofar as continued by statute, shall cease.

ARTICLE III

GOVERNING LAW AND CERTIFICATE OF LIMITED PARTNERSHIP OF SURVIVING ENTITY

3:1 *Florida Law Governs and Surviving Entity's Articles of Incorporation.* The laws of Florida shall continue to govern the Surviving Entity. At and after the Effective Time, the Articles of Incorporation of the Surviving Entity, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended in the manner provided by law.

ARTICLE IV

ARTICLES OF INCORPORATION OF SURVIVING ENTITY

4:1 *Surviving Entity's Articles of Incorporation Survives.* At and after the Effective Time, the Articles of Incorporation of the Surviving Entity as in effect on the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until the same shall be altered, amended, or repealed, or until a new Articles of Incorporation shall be adopted in accordance with the provisions of law and the Articles of Incorporation of the Surviving Entity.

ARTICLE V

DIRECTORS OF SURVIVING ENTITY

5:1 *Directors of Surviving Entity.* The directors of the Surviving Entity immediately prior to the Effective Time shall constitute the directors of the Surviving Entity from and after the Effective Time, to serve until a successor of any director, in accordance with the Articles of Incorporation and the Bylaws of the Surviving Entity and applicable law, is admitted and qualified.

ARTICLE VI

COMMON STOCK OF SURVIVING ENTITY

6:1 *Common Stock in Surviving Entity.* The designations, rights and limitations of the common stock of the Surviving Entity, and the express terms thereof, shall be as set forth in the Articles of the Incorporation of the Surviving Entity as in effect at the Effective Time.

ARTICLE VII

CONVERSION OF SECURITIES ON MERGER

7:1 *General.* The manner and basis of converting the issued and outstanding shares of the capital stock of RecordScope into cash shall be as hereinafter set forth in this **Article VII**.

7:2 *Cancellation of RecordScope Common Stock.* At the Effective Time, (i) each share of common stock of RecordScope then outstanding shall be automatically canceled and cease to exist and (ii) any and all RecordScope shares of common stock held in the treasury of RecordScope shall be automatically canceled and cease to exist.

7:3 *Conversion of RecordScope's Common Stock.* Each of the shares of RecordScope held by US Legal will convert into the right to receive \$.01 per share, for a total cash payment to US Legal of \$10.00.

7:4 *Surrender of RecordScope Stock Certificates.* At or before Effective Time, US Legal shall surrender to the Surviving Entity the certificates they hold representing 100% of the outstanding shares capital stock of RecordScope as of the Effective Time.

7:5 *RecordScope's Transfer Books Closed.* At the Effective Time, the stock transfer books of RecordScope shall be deemed closed, and no transfer of capital stock of RecordScope shall thereafter be made or consummated.

ARTICLE VIII

ASSETS AND LIABILITIES

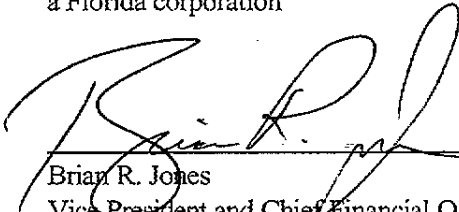
8:1 *Assets and Liabilities of RecordScope Become Those of the Surviving Entity.* At the Effective Time, all rights, privileges, powers, immunities, and franchises of RecordScope, both of a public and private nature, and all property, real, personal, and mixed, and all debts due on whatever account, as well as securities subscriptions and all other choses or things in action, and all and every other interest of or belonging to or due to RecordScope, shall be taken by and deemed to be transferred to and shall be vested in the Surviving Entity without further act or deed, and all such rights, privileges, powers, immunities, franchises, property, debts, choses or things in action, and all and every other interest of RecordScope shall be thereafter as effectually the property of the Surviving Entity as they were of RecordScope, and the title to any real or other property, or any interest therein, whether vested by deed or otherwise in RecordScope shall not revert or be in any way impaired by reason of the merger; *provided that* all rights of creditors and all liens upon any properties of RecordScope shall be preserved unimpaired, and all debts, liabilities, restrictions obligations, and duties of RecordScope, including without limitation all obligations, liabilities, and duties for fees and franchise taxes required by law and as lessee under any existing lease, shall thenceforth attach to the Surviving Entity and may be enforced against and by it to the same extent as if said debts, liabilities, restrictions, obligations, and duties had been incurred or contracted by it. Any action or proceeding pending by or against RecordScope may be prosecuted to judgment as if the merger had not taken place, or the Surviving Entity may be substituted in place of RecordScope.

8:2 *Accounting Treatment.* The assets and liabilities of RecordScope shall be taken up on the books of the Surviving Entity in accordance with generally accepted accounting principles. Nothing herein shall prevent the Surviving Entity from making any future changes in its accounts in accordance with law.

[Signatures are on the following pages.]

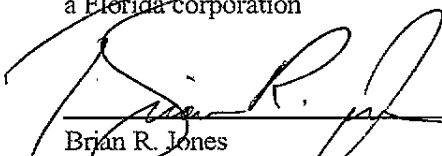
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed as of the day and year first above written.

**KLEIN, BURY, REIF, APPLEBAUM &
ASSOCIATES, INC.,**
a Florida corporation



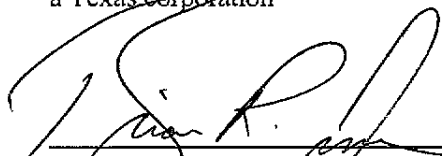
Brian R. Jones
Vice President and Chief Financial Officer

RECORDSCOPE, INC.,
a Florida corporation



Brian R. Jones
Vice President and Chief Financial Officer

U.S. LEGAL SUPPORT, INC.,
a Texas corporation



Brian R. Jones
Vice President and Chief Financial Officer