



RISK MANAGEMENT ALTERNATIVES, INC.

857524

February 7, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900003801799--3
-03/06/01--01013--013
*****43.75 *****43.75

Re: Merger of Risk Management Alternatives, Inc., United Creditors Alliance Corporation, and
National Credit Services Corporation.

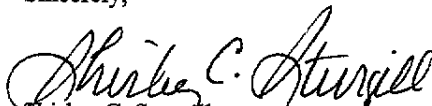
Dear Sir or Madam:

Risk Management Alternatives, Inc. merged with two of its sister corporations effective 12/31/00 and is the surviving company. One or more of the companies involved were registered to do business in your state. Below is information pertinent to the merger.

Legal Entity	Federal EIN	State of Incorporation
Risk Management Alternatives, Inc.	41-1880612	Delaware
United Creditors Alliance Corporation	31-1073209	Ohio
National Credit Services Corporation	43-1155803	Missouri

Attached you will find a copy of the Corporate Resolution authorizing the merger and copies of the Certificate of Merger from the states of incorporation. If you require additional information or completion of forms specific to your state, please contact me as soon as possible. I may be reached at (770) 232-2492 or by e-mail at Shirley.Sturgill@RMAINC.net.

Sincerely,


Shirley C. Sturgill
Tax Accountant

FILED
01 MAR -5 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdr

T. LEWIS MAR 5 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 14, 2001

SHIRLEY C. STURGILL
RISK MANAGEMENT ALTERNATIVES, INC.
4450 RIVER GREEN PARKWAY, SUITE 200
ATLANTA, GA 30096

SUBJECT: UNITED CREDITORS ALLIANCE CORPORATION
Ref. Number: 857524

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. See the attached for fee information.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 401A00009277

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

UNITED CREDITORS ALLIANCE CORPORATION

(Name of Corporation)

OHIO

(Incorporated Under Laws Of)

FILED
01 MAR -5 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

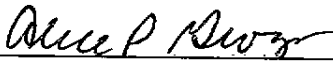
4450 RIVER GREEN PARKWAY STE 200

(Mailing Address)

DULUTH GA 30096

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature of the chairman or vice chairman of the board,
president, or any officer.

VICE PRESIDENT

Title

ALICE P. GWYN

Typed or printed name

2/26/2001

Date



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TALLAHASSEE, FLORIDA

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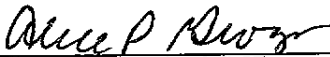
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