

F00000003388¹⁰

Gardner, Wilkes Shahreen + Candelora

Requester's Name

P.O. Box 1810

Address

Tampa FL 33601-1810

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

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*****55.00 *****55.00

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy
☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. USAuto Finance, LLC 5575 Sterrett Place, Ste. 280 Columbia, MD 21044	Maryland	LLC

Florida Document/Registration Number: M97000000357 FEI Number: 59-3396187

2. USAuto Finance, Inc. f/k/a Quantum Solutions, Inc. (prior to merger) 2 E. Fayette Street Baltimore, MD 21202	Maryland	corporation
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Florida Document/Registration Number: 000000003388 FEI Number: 52-1892859
filed simultaneously herewith

3.		
Florida Document/Registration Number:		FEI Number:

4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
USAuto Finance, Inc. 5575 Sterrett Place, Ste. 280 Columbia, MD 21044	Maryland	Corporation

Florida Document/Registration Number: _____ application to _____ FEI Number: 52-1892859
obtain filed simultaneously
herewith

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

OR

Simultaneously with this filing

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

USAuto Finance, LLC

20m

Les Cohen, Managing Member

USAuto Finance, Inc., f/k/a
Quantum Solutions, Inc.,
prior to merger

W. J. [Signature]

Les Cohen, President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
USAuto Finance, LLC	Maryland
USAuto Finance, Inc., f/k/a	
Quantum Solutions, Inc., prior to merger	Maryland

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
USAuto Finance, Inc.	Maryland

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

Please see attached Articles of Merger.

(Attach additional sheet(s) if necessary)

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00 JUN -7 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Please see attached Articles of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Please see attached Articles of Merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

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00 JUN -7 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Please see attached Articles of Merger.

EIGHTH: Other provisions, if any, relating to the merger:

Please see attached Articles of Merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
BETWEEN
USAUTO FINANCE, LLC
AND
QUANTUM SOLUTIONS, INC.

ARTICLES OF MERGER, made and entered into this 22nd day of March, 2000, by and between USAuto Finance, LLC, (hereinafter referred to as the "Company"), and Quantum Solutions, Inc. (hereinafter referred to as the "Successor").

FIRST: The parties hereto agree that the Company shall be merged into the Successor (the "Merger").

SECOND: The Successor, a corporation organized and existing under the laws of the State of Maryland, shall survive the Merger and, as part of the Merger, the Successor shall be renamed USAuto Finance, Inc.

THIRD: The Company is a limited liability company organized and existing under the laws of the State of Maryland.

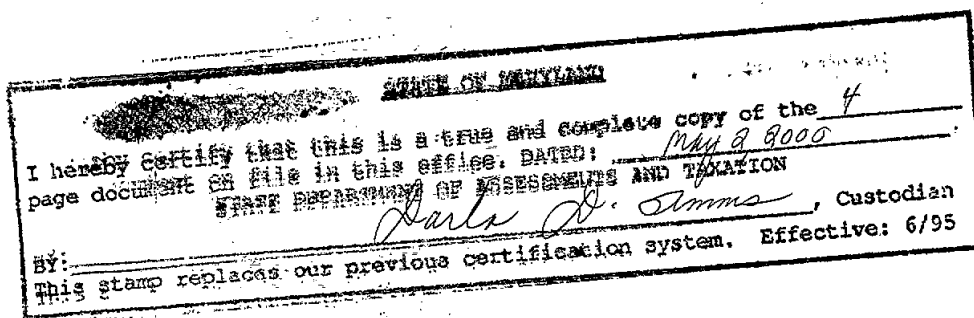
FOURTH: The Company has its principal office in this State in Howard County. The Successor has its principal office in this State in Howard County.

FIFTH (a) The total number of shares of stock of all classes which the Successor has authority to issue is Eleven Million shares, consisting of Ten Million (10,000,000) shares of common stock with a par value of \$.001 per share, and One million (1,000,000) shares of preferred stock with a par value of \$.001 per share ("Preferred Stock") for an aggregate par value of Eleven Thousand Dollars (\$11,000.00).

(b) Prior to the Merger, the percentage interest of each class of interest in the Company was: 100% One Class.

SIXTH: As part of the Merger, the Articles of Incorporation of the Successor shall be amended, such amendment being duly advised by the Board of Directors of the Successor and approved by the Stockholders of the Successor by striking out ARTICLE SECOND and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is USAuto Finance, Inc."



SEVENTH: The manner and basis of converting or exchanging the outstanding limited liability company interests of the Company into stock of the Successor shall be as follows:

(a) Each share of the Successor Common Stock which is issued and outstanding shall remain issued and outstanding as one Share of the Successor Common Stock.

(b) Upon the effective date of the Merger, each 1% limited liability interest outstanding shall be converted into or exchanged by the Successor for and shall become ten thousand (10,000) shares of the Successors Common Stock.

(c) No scrip or fractional share certificates of the Successor shall be issued as a result of the Merger, but in lieu of each fractional interest, a Successor stockholder entitled to a fractional share equal to one-half or more of one share of the Successor Common Stock shall receive a full share of the Successor Common Stock and any fractional share equal to less than one-half of one-share of the Successor Common Stock shall be eliminated.

(d) After the Merger shall have become effective, except as otherwise provided by the Corporations and Associations Article of the Annotated Code of Maryland, as amended, with respect to dissenting members and dissenting stockholders, each holder of an interest in the Company shall surrender the same to the Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Successor Common Stock into which the interests so surrendered shall have been converted or exchanged by the provisions hereof.

EIGHTH: The Company and the Successor own no interest in land in the State of Maryland.

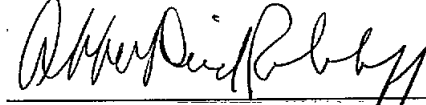
NINTH: (a) These Articles of Merger were advised, authorized and approved by the Successor by the execution of a Joint Unanimous Consent of the Board of Directors and Stockholders dated March 22, 2000.

(b) These Articles of Merger were advised, authorized and approved by the Company by the execution of a written consent of members of the Company holding more than sixty-six and two-thirds percent (66 2/3%) of the percentage interests in the Company dated March 22, 2000 in accordance with the terms of the operating agreement of the Company.

TENTH: The Merger shall become effective as of the time in which the Maryland State Department of Assessments and Taxation accepts these Articles for record.

IN WITNESS WHEREOF, the Successor has caused these Articles of Merger to be signed in the corporate name and on its behalf by its President and witnessed or attested by its Secretary, and the Company has caused these Articles of Merger to be signed its name and on its behalf by its General Manager, and each such signatory does hereby acknowledge the same to be the act of such corporation and limited liability company, respectively, and that to the best of his knowledge, information and belief, all matters and facts stated herein are true in all material respects, this statement being made under the penalties of perjury.

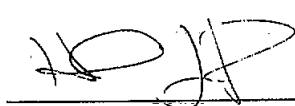
ATTEST:


Abba David Poliakov, Assistant Secretary

Quantum Solutions, Inc.

By:  (SEAL)
Les Cohen, President

ATTEST:



USAuto Finance, LLC

By:  (SEAL)
Les Cohen, Managing Member

FILED
00 JUN -7 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA