

F02000003889

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

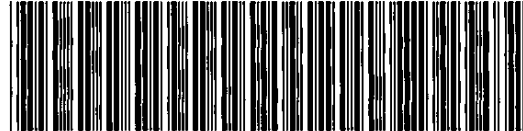
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500080442455

FILED

2006 OCT 19 PM 3:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

06 OCT 17 PM 12:59

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Merger*

C. Coulllette OCT 19 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 529021 4723960

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 16, 2006

ORDER TIME : 10:49 AM

ORDER NO. : 529021-005

CUSTOMER NO: 4723960

ARTICLES OF MERGER

OUTSOURCING MANAGEMENT  
SOLUTIONS, INC.

INTO

SUPERIOR ASSET MANAGEMENT, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Pollye Janisse

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 17, 2006

CSC  
POLLYE  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: OUTSOURCING MANAGEMENT SOLUTIONS, INC.  
Ref. Number: P98000058375

We have received your document for OUTSOURCING MANAGEMENT SOLUTIONS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2005 annual report. The entity must be reinstated before this document can be filed.

If shareholder approval was not required, a statement to that effect must be contained in the document.

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.

Cheryl Coulliette  
Document Specialist

Letter Number: 306A00061713

RECEIVED  
DIVISION OF CORPORATIONS  
2006 OCT 19 PM 2:51  
TO: JENNIFER  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**ARTICLES OF MERGER**  
of  
Outsourcing Management Solutions, Inc.  
and  
Superior Asset Management, Inc.

FILED  
2006 OCT 18 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Statutes, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. The following Plan of Merger annexed hereto and made a part hereof is the plan of merger for merging Outsourcing Management Solutions, Inc., a Florida corporation with and into its wholly owned subsidiary, Superior Asset Management, Inc., a Georgia corporation as adopted at a meeting by the Board of Directors of Outsourcing Management Solutions, Inc. on the 11, day of October, 2006, and adopted by Superior Asset Management, Inc., by resolution of its Board of Directors on the 11, day of October, 2006.

2. Pursuant to Section 607.1104 of the Florida Statutes, approval by the shareholders of the parent or by the shareholders of the wholly owned subsidiary is not required.

3. The merger of Outsourcing Management Solutions, Inc. with and into Superior Asset Management, Inc. is permitted by the laws of the jurisdiction of organization of Superior Asset Management, Inc., and has been authorized in compliance with said laws.

4. Superior Asset Management, Inc., will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Statutes.

5. The merger herein provided for shall take effect in the State of Florida on the filing date.

Executed on Oct. 11, 2006.

Outsourcing Management Solutions, Inc.

By: Deborah W. King  
Name: Deborah W. King  
Title: President

Superior Asset Management, Inc.

By: Deborah W. King  
Name: Deborah W. King  
Title: President

## **PLAN OF MERGER**

PLAN OF MERGER adopted by Outsourcing Management Solutions, Inc., a Florida corporation, by resolution of its Board of Directors on the 11, day of October, 2006, and adopted by Superior Asset Management, Inc., a Georgia corporation, by resolution of its Board of Directors on the 11, day of October, 2006. The names of the corporations planning to merge are Outsourcing Management Solutions, Inc., and its wholly owned subsidiary Superior Asset Management, Inc. The name of the surviving corporation into which Outsourcing Management Solutions, Inc., plans to merge is Superior Asset Management, Inc.

1. Outsourcing Management Solutions, Inc., and Superior Asset Management, Inc., shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, Superior Asset Management, Inc., which shall be the Surviving Corporation upon the effective date of the merger (hereinafter the "Surviving Corporation"), and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of Outsourcing Management Solutions, Inc., (hereinafter the "Non-Surviving Corporation"), shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation as in effect immediately prior to the effective date of the merger and said Articles of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation as in effect immediately prior to the effective date of the merger and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation when the merger takes effect shall be replaced with one share of the Surviving Corporation. The issued shares of the Superior Asset Management, Inc., shall be deemed cancelled on the effective date of the merger.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of Florida and Georgia.

7. Pursuant to Section 14-2-1104 of the Georgia Business Corporation Code approval by the board of directors or the shareholders of the wholly owned subsidiary is not required.

8. Pursuant to Section 607.1104 of the Florida Statutes, approval by the shareholders of the parent or by the shareholders of the wholly owned subsidiary is not required.

9. Shareholders of the subsidiary, Superior Asset Management, Inc., who except for the applicability of Section 607.1104(b)(4) of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Statutes may be entitled, if they comply with the provisions of this act regarding appraisal rights, to be paid the fair value of their shares.

10. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of Florida and Georgia, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.