



F9500000242

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 10 PM 12:51

ACCOUNT NO. : 072100000032

REFERENCE : 259191 7294616

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ 70.00

ORDER DATE : December 7, 2001

Merger

ORDER TIME : 10:18 AM

EFFECTIVE DATE
12/31/01

ORDER NO. : 259191-010

CUSTOMER NO: 7294616

CUSTOMER:

Michael W. Meltzer, P.C.
10920 S.w. Barbur Boulevard
Suite 200
Portland, OR 97219

RECEIVED
01 DEC 10 AM 11:29
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

ARTICLES OF MERGER

ACE INFORMATION SERVICES, INC.

INTO

000004716030--4

FIRST AMERICAN REGISTRY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR

*02250, 00524, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 10, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FIRST AMERICAN REGISTRY, INC.
Ref. Number: F95000000242

RESUBMIT

Please give original
submission date as file date.

We have received your document for FIRST AMERICAN REGISTRY, 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:

First American Registry is listed as both a merged corporation and the surviving corporation. Please correct both page one and two.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 101A00064995

RECEIVED
01 DEC 11 PM 3:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACE INFORMATION SERVICES, INC., a Florida corporation 549355

into

FIRST AMERICAN REGISTRY, INC., a Nevada entity F95000000242

File date: December 10, 2001 , effective December 31, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

EFFECTIVE DATE
12/31/01

ARTICLES OF MERGER
(Profit Corporations)

FILED
01 DEC 10 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S. and Nevada Revised Statutes section 92A.200.

FIRST: The name, address of the principal office, and jurisdiction of organization of merging corporation is:

<u>Name</u>	<u>Address</u>	<u>Jurisdiction</u>
ACE Information Services, Inc.	435 East Highway 434, Suite 500 Longwood, FL 32750	Florida

SECOND: The name, address of the principal office, and jurisdiction of organization of the surviving corporation is:

<u>Name</u>	<u>Address</u>	<u>Jurisdiction</u>
First American Registry, Inc.	11140 Rockville Pike, Suite 1200 Rockville, MD 20852	Nevada

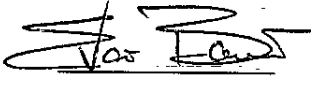

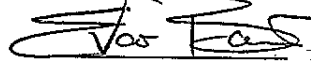

THIRD: The Plan and Agreement of Merger is attached as Exhibit A. The Plan and Agreement of Merger was adopted by the board of directors of each of the merging corporations pursuant to written consents dated November 30, 2001.

FOURTH: The merger shall become effective as of December 31, 2001.

FIFTH: The Plan and Agreement of Merger was approved and adopted by the sole shareholder of ACE Information Services, Inc., by written consent dated November 30, 2001.

SIXTH: The Plan and Agreement of Merger was adopted by the sole shareholder of First American Registry, Inc., by written consent dated November 30, 2001.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Date</u>	<u>Name and Title</u>
First American Registry, Inc.		December 3, 2001	Evan Barnett, President
		December 3, 2001	Ken Chin, Secretary
ACE Information Services, Inc.		December 3, 2001	Evan Barnett, President
		December 3, 2001	Ken Chin, Secretary

AGREEMENT AND PLAN OF MERGER

EXHIBIT

A

Page 1 of 3 Pages

DATED: December 3, 2001

MERGING CORPORATION :

Name: ACE Information Services, Inc. ("ACE")
Jurisdiction of Organization and Governing Law: Florida
Address of Principal Office:
435 East Highway 434, Suite 500
P.O. Box 988
Longwood, Florida 32750

SURVIVING CORPORATION:

Name: First American Registry, Inc. ("Registry")
Jurisdiction of Organization and Governing Law: Nevada
Address of Principal Office:
11140 Rockville Pike, Suite 1200
Rockville, Maryland 20852

RECITALS:

- A. The First American Corporation ("FAC") is the owner of all the issued and outstanding shares of the capital stock of the Registry and ACE.
- B. FAC, Registry, and ACE, desire to effect the merger of ACE with and into Registry pursuant to this Agreement and Plan of Merger ("Merger"), with Registry as the surviving corporation of the Merger ("Surviving Corporation"), on the terms and conditions set forth herein.
- C. ACE will merge into Registry pursuant to Nevada Revised Statutes ("NRS") § 92A. 190 and Florida Statutes ("FS") ch. 607.1107 (together with all related provisions of NRS and FS, the "Applicable Merger Statutes").

AGREEMENT:

EXHIBIT A
Page 2 **of** 3 **Pages**

SECTION 1. MERGER

1.1 Description of Merger.

ACE will be merged with and into Registry, with Registry as the Surviving Corporation of the Merger.

1.2 Effects of Merger. As of the time and date the Merger becomes effective, as set forth in Section 1.5 below ("**Effective Date**"), ACE shall be merged with and into Registry, the separate existence of ACE shall cease, and Registry shall survive as the Surviving Corporation under the name First American Registry, Inc., organized under the laws of the state of Nevada. The Surviving Corporation, to the extent consistent with its Articles of Incorporation then in effect and the Applicable Merger Statutes, shall possess all the rights, privileges, immunities, and franchises of ACE; all property belonging to ACE shall, by virtue of the Merger, be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation, shall be responsible for all liabilities of ACE, all in the manner and with the effect set forth in the Applicable Merger Statutes.

1.3 Prior Actions. The board of directors of ACE and Registry, and FAC as the sole shareholder of ACE and Registry shall have adopted and approved this Agreement and Plan of Merger and the Merger provided for herein.

1.4 Subsequent Actions. After the date that this Agreement and Plan of Merger has been executed by all the parties hereto, the appropriate officers of ACE and Registry shall cause articles of merger, certificates of merger, and all similar documents, however denominated, as well as any other certificates, documents, and instruments, to be executed and filed with the appropriate state government authorities required to effect the Merger under the Applicable Merger Statutes or useful or advisable in connection therewith.

1.5 Effective Date. The Merger shall become effective as of December 31, 2001.

SECTION 2. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS, AND OFFICERS

At the Effective Date:

2.1 Articles of Incorporation. The Articles of Incorporation of Registry in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

2.2 Bylaws. The Bylaws of Registry as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation, until amended or repealed.

2.3 Directors and Officers. The board of directors of the Surviving Corporation shall consist of the persons who are the board of directors of Registry immediately prior to the Effective Date, and they shall hold office in each case until their successors are elected and qualify. The officers of the Surviving Corporation shall be persons who are the officers of Registry immediately prior to the Effective Date, and they shall hold office in each case at the pleasure of the board of directors of the Surviving Corporation.

SECTION 3. MANNER AND BASIS OF CONVERSION

3.1 ACE. At the Effective Date, each issued and outstanding share of the capital stock of ACE shall be automatically canceled.

3.2 Registry. The authorized shares and the issued and outstanding shares of the capital stock of Registry shall not be affected or changed by the Merger, and both the authorized shares and the issued and outstanding shares of the capital stock of the Surviving Corporation immediately after the Effective Date shall be the same as that of Registry immediately prior to the Effective Date.

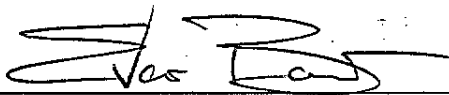
SECTION 4. TERMINATION

This Agreement and Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by action of the board of directors of Registry or ACE.

SECTION 5. SERVICE OF PROCESS


At and after the Effective Date of the Merger, the Surviving Corporation (a) is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any of the rights of dissenting shareholders of ACE, and (b) agrees that it will promptly pay to the dissenting shareholders of ACE the amounts to which they are entitled, if any, under FS Section 607.1302.

FIRST AMERICAN REGISTRY, INC.

By 
Evan Barnett, President

By 
Ken Chin, Secretary

ACE INFORMATION SERVICES, INC.

By 
Evan Barnett, President

By 
Ken Chin, Secretary