



F96000001514

ACCOUNT NO. : 072100000032

REFERENCE : 524026 4354503

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 2001

ORDER TIME : 8:50 AM

ORDER NO. : 524026-035

500004742655--1

CUSTOMER NO: 4354503

CUSTOMER: Ms. Cindy Zee
Piper Marbury Rudnick & Wolfe
1251 Avenue Of The Americas
29th Floor
New York, NY 10020-1104

ARTICLES OF MERGER

FINANCIAL MANAGEMENT CONTROL
OF ARIZONA, INC.

INTO

ALLIED INTERSTATE, INC.

RECEIVED
01 DEC 28 PM 11:23
TALLAHASSEE, FLORIDA

FILED
01 DEC 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

C. Coulliette DEC 31 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

FINANCIAL MANAGEMENT CONTROL OF ARIZONA, INC., a Florida
corporation, P95000036269

into

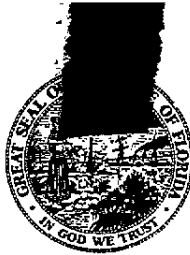
ALLIED INTERSTATE, INC., a Minnesota entity F96000001514

File date: December 28, 2001 , effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2001

CSC
ATTN: JANNA
TALLAHASSEE, FL

SUBJECT: FINANCIAL MANAGEMENT CONTROL OF ARIZONA, INC.
Ref. Number: P95000036269

We have received your document for FINANCIAL MANAGEMENT CONTROL OF ARIZONA, 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:

You will need to have the statement about the shareholders approval for the merging corporation since it is not included in your 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: 301A00067480

RESUBMIT
Please give original
submission date as file date.

RECEIVED
01 DEC 31 AM 11:29
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
FINANCIAL MANAGEMENT CONTROL OF ARIZONA, INC.
AND
ALLIED INTERSTATE, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Financial Management Control of Arizona, a Florida corporation ("FMCA"), with and into Allied Interstate, Inc., a Minnesota corporation ("Allied").

2. The shareholders of Allied entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 26, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of FMCA with and into Allied is permitted by the laws of the jurisdiction of organization of Minnesota and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Allied was December 26, 2001.

Executed on December 24, 2001.

FINANCIAL MANAGEMENT CONTROL OF ARIZONA, INC.

By: [Signature]
Name: Stanley Fish
Title: Secretary

ALLIED INTERSTATE, INC.

By: [Signature]
Name: Stanley Fish
Title: Secretary

FILED
01 DEC 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

PLAN OF MERGER approved on December 26, 2001 by **Financial Management Control of Arizona, Inc.** which is a corporation for profit organized under the laws of the State of Florida ("FMCA"), and by resolution adopted by its Board of Directors on said date, and approved on December 26, 2001 by **Allied Interstate, Inc.**, which is a corporation for profit organized under the laws of the State of Minnesota ("Allied MN"), and which is subject to the provisions of the Minnesota Business Corporation Act, and by resolution adopted by the affirmative vote of at least a majority of its Board of Directors on said date. The number of shareholder votes was sufficient for approval.

1. FMCA and Allied MN shall, pursuant to the provisions of the Texas Business Corporation Act and of the Minnesota Business Corporation Act, be merged with and into a single corporation, Allied MN, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Minnesota Business Corporation Act. The separate existence of FMCA, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Texas Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of Minnesota shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Minnesota Business Corporation Act.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Minnesota Business Corporation Act.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of 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 terminating corporation shall, upon the effective date of the merger, be converted into one-thirtieth (1/30) of one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Texas

Business Corporation Act and in accordance with the provisions of the Minnesota Business Corporation Act, the terminating 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 Texas and of the State of Minnesota, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating 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.

8. The merger herein provided for shall become effective in the State of Minnesota on the date on the 31st day of December, 2001.