

Document Number Only

F98000002628

FILED
98 JUN -1 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002542743--3
-05/01/98--01087--015
****210.00 ****210.00

Merger

Financial Claims Control, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	6/2/98
Document Examiner	POH
Updater	POH
Verifier	POH
Acknowledgment	POH
W.P. Verifier	POH

Please Return Extra Copies
File Stamped.

Thank You!!

Hope

RECEIVED
98 JUN -1 PM 2:18
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

FINANCIAL CLAIMS CONTROL, INC., a Florida corporation H91374

BOMAR CREDIT CORPORATION OF TEXAS, a Texas corporation not
authorized to transact business in Florida

BOMAR CREDIT CORPORATION, a Georgia corporation not authorized to
transact business in Florida

CLAYTON-PARKER & ASSOCIATES, INC., an Arizona corporation not
authorized to transact business in Florida

ADVANCED CREDIT SERVICES, INC., a Delaware corporation not authorized
to transact business in Florida

into

COMPASS RECEIVABLES MANAGEMENT CORPORATION, a Delaware
corporation F98000002628

File date: June 1, 1998

Corporate Specialist: Annette Hogan

FILED
98 JUN -1 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

**FINANCIAL CLAIMS CONTROL, INC.,
a Florida corporation,**

**BOMAR CREDIT CORPORATION OF TEXAS,
a Texas corporation,**

**BOMAR CREDIT CORPORATION,
a Georgia corporation**

**CLAYTON-PARKER & ASSOCIATES, INC.,
an Arizona corporation,**

AND

**ADVANCED CREDIT SERVICES, INC.,
a Delaware corporation**

INTO

**• COMPASS RECEIVABLES MANAGEMENT CORPORATION,
a Delaware corporation**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Compass Receivables Management Corporation is a corporation organized under the laws of the State of Delaware owning 100 percent of the shares of the following corporations:

<u>CORPORATION</u>	<u>STATE</u>
Financial Claims Control, Inc.	Florida
Bomar Credit Corporation of Texas	Texas
Bomar Credit Corporation	Georgia
Clayton-Parker & Associates, Inc.	Arizona
Advanced Credit Services, Inc.	Delaware

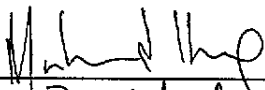
SECOND: The plan of merger attached as Exhibit A was adopted by the board of directors of Compass Receivables Management Corporation on May 29, 1998.

THIRD: Shareholder approval of the plan of merger was not required.

Signed this 29th day
of May, 1998

SURVIVING CORPORATION:

COMPASS RECEIVABLES MANAGEMENT
CORPORATION, a Delaware corporation

By: 
Its: President

Signed this 29th day of May, 1998.

SURVIVING CORPORATION:

COMPASS RECEIVABLES MANAGEMENT
CORPORATION


By: _____
Mahmud U. Haq, President

MERGING CORPORATIONS:


FINANCIAL CLAIMS CONTROL, INC.

By: 
H. Gene Collins
Vice President


BOMAR CREDIT CORPORATION OF
TEXAS

By: 
H. Gene Collins
Vice President

BOMAR CREDIT CORPORATION

By: 
H. Gene Collins
Vice President

CLAYTON-PARKER & ASSOCIATES, INC.

By: 
H. Gene Collins
Vice President

ADVANCED CREDIT SERVICES, INC.


By: 
H. Gene Collins
Vice President

Exhibit A

AGREEMENT OF MERGER

BETWEEN

BOMAR CREDIT CORPORATION OF TEXAS,
a Texas corporation,

BOMAR CREDIT CORPORATION,
a Georgia corporation,

CLAYTON-PARKER & ASSOCIATES, INC.,
an Arizona corporation,

ADVANCED CREDIT SERVICES, INC.,
a Delaware corporation,

FINANCIAL CLAIMS CONTROL, INC.,
a Florida corporation

AND

COMPASS RECEIVABLES MANAGEMENT CORPORATION,
a Delaware corporation

This **AGREEMENT OF MERGER** is entered into as of this 1st day of June, 1998 (this "Agreement of Merger"), by and among Bomar Credit Corporation of Texas, a Texas corporation ("Bomar-Texas"), Bomar Credit Corporation, a Georgia corporation ("Bomar-Georgia"), Clayton-Parker & Associates, Inc., an Arizona corporation ("Clayton-Parker"), Advanced Credit Services, Inc., a Delaware corporation ("ACS"), and Financial Claims Control, Inc., a Florida corporation ("FCCI") (Bomar-Texas, Bomar-Georgia, Clayton-Parker, ACS and FCCI, collectively, the "Merging Corporations"), and Compass Receivables Management Corporation, a Delaware corporation (the "Surviving Corporation," and together with the Merging Corporations, collectively, the "Constituent Corporations").

RECITALS

WHEREAS, each Merging Corporation is a wholly-owned subsidiary of Surviving Corporation;

WHEREAS, the Board of Directors of the Surviving Corporation deems it advisable that each Merging Corporation be merged with and into the Surviving Corporation (the "Merger") on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the Delaware General Corporation Law ("Delaware Law"), the Florida General Corporation Act, the Georgia Business Corporation Code, the Texas Business Corporation Code and the Arizona Business Corporation Act; and

WHEREAS, the parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Sections 368 and 332 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

ARTICLE I

THE MERGER

At the time of the filing of the certificate of merger of the Merging Corporations and the Surviving Corporation (the "Certificate of Merger") with the Secretary of State of Delaware (the "Effective Time"), each of the Merging Corporations shall be merged with and into the Surviving Corporation, which shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement of Merger and in accordance with the provisions of Delaware Law.

ARTICLE II

EFFECT OF THE MERGER

At the Effective Time: (1) the Constituent Corporations shall be a single corporation; (2) the separate corporate existence of the Merging Corporations shall cease; (3) the Surviving Corporation shall continue its corporate existence under Delaware Law and shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer and without reversion or impairment; (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; (5) any claim, existing action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; and (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

(a) At the Effective Time, each share of Common Stock, of each Merging Corporation (the "Merging Corporation Stock") issued and outstanding immediately prior to the Effective Time, shall automatically be canceled and retired and shall no longer be outstanding.

(b) At the Effective Time, each share of Merging Corporation Stock held by any Merging Corporation in its treasury at the Effective Time shall be surrendered to the Surviving Corporation for cancellation.

ARTICLE IV

CERTIFICATE OF INCORPORATION AND BYLAWS

4.1 **Certificate of Incorporation.** As of the Effective Time, the Certificate of Incorporation of the Surviving Corporation, as filed with the Secretary of State of Delaware on April 23, 1998, shall be, and shall continue in full force as, the Certificate of Incorporation of the Surviving Corporation until such Certificate of Incorporation is duly altered, amended or repealed in accordance with its terms and provisions and as provided by Delaware Law.

4.2 **Bylaws.** As of the Effective Time, the Bylaws of the Surviving Corporation, existing on the effective date of the Merger, shall be, and shall continue in full force as, the Bylaws of the Surviving Corporation until they are duly altered, amended or repealed in accordance with their terms and provisions and as provided by Delaware Law.

ARTICLE V

BASIS FOR TRANSFERRING ASSETS AND LIABILITIES

As of the Effective Time, the assets and liabilities of each Merging Corporation, at the Effective Time, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of each Merging Corporation.

ARTICLE VI

DIRECTORS AND OFFICERS

The present Board of Directors and Officers of the Surviving Corporation shall continue to serve as the Board of Directors and Officers of the Surviving Corporation, until the next annual meeting or until such time as their successors have been duly elected and qualified.

ARTICLE VII

FURTHER ASSURANCES

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

IN WITNESS WHEREOF, the Surviving Corporation and each Merging Corporation have caused this Agreement of Merger to be signed by duly authorized officers as of the day and year first above written.

MERGING CORPORATIONS:

BOMAR CREDIT CORPORATION OF TEXAS,
a Texas corporation

By: A. Guy Collins
Its: VP

BOMAR CREDIT CORPORATION, a Georgia
corporation

By: A. Guy Collins
Its: VP

CLAYTON-PARKER & ASSOCIATES, INC.,
an Arizona corporation

By: A. Guy Collins
Its: VP

ADVANCED CREDIT SERVICES, INC., a
Delaware corporation

By: A. Guy Collins
Its: VP

FINANCIAL CLAIMS CONTROL, INC., a
Florida corporation

By: *A. Glen Calce*
Its: *VP*

SURVIVING CORPORATION:

COMPASS RECEIVABLES MANAGEMENT
CORPORATION, a Delaware corporation

By: _____
Its: _____

FINANCIAL CLAIMS CONTROL, INC., a
Florida corporation

By: _____
Its: _____

SURVIVING CORPORATION:

COMPASS RECEIVABLES MANAGEMENT
CORPORATION, a Delaware corporation

By: Michael Thompson
Its: President