

H10179

Florida Department of State  
Division of Corporations  
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Fax Number : (305) 374-5095

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MERGER OR SHARE EXCHANGE

JUPITER MORTGAGE CORPORATION

Certificate of Status	0
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Mergers  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMSE ACQUISITION 2 CORP., a Florida corporation, document number  
P99000059452

INTO

**JUPITER MORTGAGE CORPORATION**, a Florida entity, H10179

File date: September 27, 1999

Corporate Specialist: Karen Gibson

SEP-27-99 12:57PM  
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FROM-AKERMANN SENTERFITT & EIDSON

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T-731 P.02/06 F-716

**ARTICLES OF MERGER  
OF  
AMSE ACQUISITION 2 CORP.  
AND  
JUPITER MORTGAGE CORPORATION**

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SECRETARY OF STATE

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), AMSE Acquisition 2 Corp., a Florida corporation, and Jupiter Mortgage Corporation, a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger are AMSE Acquisition 2 Corp. and Jupiter Mortgage Corporation.
2. AMSE Acquisition 2 Corp. is hereby merged with and into Jupiter Mortgage Corporation and the corporate existence of AMSE Acquisition 2 Corp. shall cease. Jupiter Mortgage Corporation is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of AMSE Acquisition 2 Corp. on August 17, 1999 by written consents in lieu of meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the shareholders of Jupiter Mortgage Corporation on August 18, 1999 by written consents in lieu of meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

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The parties have caused these Articles of Merger to be executed as of August 18, 1999.

**AMSE ACQUISITION 2 CORP.**

By: *NM*  
Name: Nelson Lane  
Title: CEO

**JUPITER MORTGAGE CORPORATION**

By: *MT Boone*  
Name: MT Boone  
Title: CEO

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**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger (the "Plan") is entered into as of August 18, 1998 by AMSE Acquisition 2 Corp., a Florida corporation ("AMSE") and Jupiter Mortgage Corporation, a Florida corporation (the "Company").

**RECITALS**

The Board of Directors and sole shareholder of AMSE and the Board of Directors and shareholders of the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that AMSE be merged with and into the Company (the "Merger") upon the terms and subject to the conditions set forth herein.

**ARTICLE I**

**The Merger**

At the Effective Time (as defined in Article V hereof), AMSE shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of AMSE shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

**ARTICLE II**

**The Surviving Corporation**

A. At the Effective Time, the Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

B. At the Effective Time, the By-laws of the Company, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Certificate of Incorporation and By-laws of the Surviving Corporation.

C. At the Effective Time, the Officers and Directors of the Company shall be as follows:

Nelson Locke -- Director and Chairman of the Board

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Michael J. Buono --- Director and Chief Executive Officer  
Deanne J. Anderson --- Director and President  
Lori Hetzel -- Chief Operating Officer  
Thomas Sherman - Director  
Elly Shea -- Director

### ARTICLE III

#### Manner and Basis of Converting Shares

At the Effective Time, each share of Common Stock of AMSE issued and outstanding at the Effective Time shall be converted into one share of the Common Stock of the Surviving Corporation.

At the Effective Time, all of the Common Stock, par value \$1.00 per share, of the Company issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive the Aggregate Consideration. "Aggregate Consideration" means:

- (1) a number of shares of Common Stock, par value \$.001 per share, of America's Senior Financial Services, Inc. ("America's Senior Common Stock") determined by dividing \$2,500,000 by the average closing price of a share of America's Senior Common Stock as reported by the OTC Bulletin Board and/or National Quotation Bureau for the twenty (20) consecutive trading day period ending three calendar days prior to the Effective Time; and
- (2) an amount equal to Five Hundred Thousand Dollars (\$500,000).

### ARTICLE IV

#### Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and AMSE shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and AMSE shall become liabilities and obligations of the Surviving Corporation.

### ARTICLE V

#### Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

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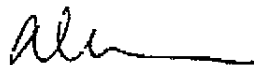
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Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

**AMSE ACQUISITION 2 CORP.**

By:   
Nelson A. Locke, President

**JUPITER MORTGAGE CORPORATION**

By:   
Michael J. Buono, Chief Executive Officer

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