

H35322

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TA MERGER, INC., a Florida corporation, P97000041615

INTO

TRUST AMERICA SERVICE CORP., a Florida corporation, H35322.

File date: June 30, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES  
CORPORATION  
COMPANY

# H 35322

ACCOUNT NO. : 072100000032

REFERENCE : 433217 4305340

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizut*

ORDER DATE : June 18, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 433217-020

200002226552--2

CUSTOMER NO: 4305340

CUSTOMER: David Broderick, Esq  
Mccarter & English  
4 Gateway Center  
100 Mulberry Street  
Newark, NJ 07102

ARTICLES OF MERGER

TA MERGER, INC.

INTO

TRUST AMERICA SERVICE CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 30 PM 4:02

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

*Warren Whittaker*

DIVISION OF CORPORATION

97 JUN 30 PM 1:12

RECEIVED

ARTICLES OF MERGER  
OF  
TRUST AMERICA SERVICE CORP.

AND  
TA MERGER, INC.

FILED

97 JUN 30 PM 4:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, TA Merger, Inc., the Florida parent business corporation, and Trust America Service Corp., the Florida subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging TA Merger, Inc. into Trust America Service Corp.

2. The Plan of Merger was approved by the Board of Directors of the parent corporation in accordance with the provisions of the Florida Business Corporation Act on May 29, 1997.

3. The Plan of Merger was approved by the sole shareholder of TA Merger, Inc. in accordance with the provisions of the Florida Business Corporation Act on May 29, 1997. Approval by the shareholders of Trust America Service Corp. was not required.

4. The effective time and date of the merger herein provided for shall be June 30, 1997.

Executed on June 25, 1997

TRUST AMERICA SERVICE CORP.

By: 

Name: Angelo C. Prieto  
Capacity: President

TA MERGER, INC.

By: 

Name: Angelo C. Prieto  
Capacity: President

### PLAN OF MERGER

1. TA Merger, Inc., which is a business corporation of the State of Florida and is the owner of over 80% of the outstanding shares of Trust America Service Corp., which is also a business corporation of the State of Florida, hereby merges TA Merger, Inc. into Trust America Service Corp. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of TA Merger, Inc. shall cease at the effective time and date of the merger, and Trust America Service Corp. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. (a) The issued shares of TA Merger, Inc. shall not be converted in any manner, but each said share which is issued as of the Effective Date of the merger shall be surrendered and extinguished.  
  
(b) The issued shares of Trust America Service Corp. shall be extinguished or converted in the following manner:
  - Each said share which is issued and owned of record by TA Merger, Inc. as of the Effective Date of the merger shall be surrendered and extinguished;
  - Each said share which is issued and owned of record by any shareholder other than TA Merger, Inc. shall be automatically converted into the right to receive One Dollar (\$1.00) in cash from Trust America Service Corp., which the Boards of Directors of TA Merger, Inc. and Trust America Service Corp. hereby find is the fair value of such shares (based upon, among other things, that certain letter from Management Planning Inc. (the "Appraiser") dated May 16, 1997, in which the Appraiser indicated that the company's common shares had a minority interest fair value of \$1.00 per share, and the presentation made by the Appraiser to the Boards);
4. Upon the effectiveness of the merger, one (1) share of capital stock of Trust America Service Corp. shall be issued to the sole shareholder of TA Merger, Inc., Globe Mortgage of Florida, Inc., a Delaware corporation.
5. Shareholders of Trust America Service Corp. other than TA Merger, Inc. may be entitled, if they comply with the provisions of the Florida 1989 Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.
6. The Board of Directors and the proper officers of TA Merger, Inc. 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.