



THE UNITED STATES
CORPORATION
COMPANY

H 35322

ACCOUNT NO. : 072100000032

REFERENCE : 641242 4305340

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 227.50

ORDER DATE : December 18, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 641242-005

CUSTOMER NO: 4305340

000002377570--3

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

EFFECTIVE DATE
12-31-97

ARTICLES OF MERGER

THE FLORIDA GROUP, INC. ETC.

INTO

TRUST AMERICA SERVICE CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

[Handwritten initials]

FILED
RECEIVED
97 DEC 19 PM 1:40 97 DEC 19 PM 12:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H35322

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FLORIDA GROUP, INC., a Florida corporation, document number 526975

TARI INC., a Florida corporation, document number 331089

TRUST AMERICA ACQUISITION CORP., a Florida corporation, document
number M83730

RESOURCE AMERICA MORTGAGE, INC., a Florida corporation, document
number 681547

INTO

TRUST AMERICA SERVICE CORP., a Florida corporation, H35322

File date: December 19, 1997, effective December 31, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 227.50

ARTICLES OF MERGER

OF

TRUST AMERICA SERVICE CORP.

AND

THE FLORIDA GROUP, INC.,

TARI INC.,

TRUST AMERICA ACQUISITION CORP.,

AND

RESOURCE AMERICA MORTGAGE, INC.

FILED
97 DEC 19 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-97

Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Trust America Service Corp., the Florida parent business corporation, and The Florida Group, Inc., Tari Inc., Trust America Acquisition Corp. and Resource America Mortgage, Inc., each of which are Florida subsidiary business corporations (collectively, the "Subsidiaries"), do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging each of the Subsidiaries into Trust America Service Corp.
2. The Plan of Merger was approved by the Board of Directors of the parent corporation as required by the Florida Business Corporation Act on December 15, 1997.
3. The Plan of Merger was approved by the sole shareholder of Trust America Service Corp. in accordance with the Florida Business Corporation Act, and by Trust America Service Corp., in its capacity as the sole shareholder of each of the Subsidiaries, on December 15, 1997.

4. The Effective Date of the merger shall be on December 31, 1997.

Executed on December 11, 1997

TRUST AMERICA SERVICE CORP.

By: [Signature]
Name: Angelo C. Prieto
Capacity: President

THE FLORIDA GROUP, INC.

By: [Signature]
Name: Angelo C. Prieto
Capacity: President

TARI INC.

By: [Signature]
Name: Angelo C. Prieto
Capacity: President

TRUST AMERICA
ACQUISITION CORP.

By: [Signature]
Name: Angelo C. Prieto
Capacity: President

RESOURCE AMERICA
MORTGAGE, INC.

By: [Signature]
Name: Angelo C. Prieto
Capacity: President

PLAN OF MERGER

1. Trust America Service Corp., which is a business corporation of the State of Florida and is the owner of 100% of the outstanding shares of each of The Florida Group, Inc., Tari Inc., Trust America Acquisition Corp. and Resource America Mortgage, Inc. (collectively, the "Subsidiaries"), each of which is also a business corporation of the State of Florida, hereby merges each of the Subsidiaries into Trust America Service Corp. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of each Subsidiary 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 each Subsidiary 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 not be extinguished or converted in any manner, but shall remain outstanding.
4. Shareholders of each Subsidiary other than Trust America Service Corp., if any, 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.
5. The Board of Directors and the proper officers of Trust America Service Corp. 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.