



# H35322

ACCOUNT NO. : 072100000032

REFERENCE : 929366 4305340

AUTHORIZATION :

*Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : August 17, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 929366-005

CUSTOMER NO: 4305340

CUSTOMER: Dennis P. Powers, Esq  
Mccarter & English  
4 Gateway Center  
100 Mulberry Street  
Newark, NJ 07102

FILED  
98 AUG 18 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9000002618489--6

ARTICLES OF MERGER

TRUST AMERICAN SERVICE CORP.

INTO

GLOBAL FINANCIAL SERVICES,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 AUG 18 AM 10:45  
DIVISION OF CORPORATION

*DP*  
*8/18/98*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRUST AMERICA SERVICE CORP., a Florida corporation H35322  
,

INTO

**GLOBAL FINANCIAL SERVICES, INC.**, a Delaware corporation not qualified in  
Florida.

File date: August 18, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**

OF

TRUST AMERICA SERVICE CORP.

AND

GLOBAL FINANCIAL SERVICES, INC.

FILED  
98 AUG 18 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Global Financial Services, Inc., a Delaware parent business corporation, and Trust America Service Corp., the Florida subsidiary business corporation, do hereby submit the following Articles of Merger.

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

2. The Plan of Merger was approved by the Board of Directors of Global Financial Services, Inc., the parent corporation, in accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act on July 22, 1998.

3. The Plan of Merger was approved by the shareholders of Global Financial Services, Inc., the parent corporation, in accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act on July 22, 1998.

4. The Plan of Merger was approved by the Board of Directors of Trust America Service Corp. in accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act on July 22, 1998.

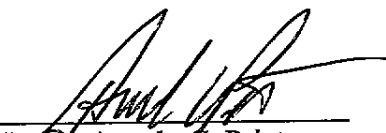
5. The Plan of Merger was approved by the sole shareholder of Trust America Service Corp. in accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act on July 22, 1998.

6. The effective time and date of the merger herein provided for shall be July 31, 1998.

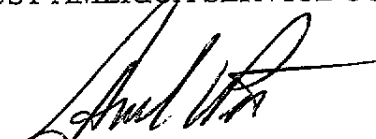
7. Global Financial Services, Inc. hereby agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Global Financial Services, Inc., as well as for enforcement of any obligation of Trust America Service Corp. arising from the merger. Global Financial Services, Inc. hereby irrevocably appoints the Florida Department of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Florida Department of State is 5501 Independence Parkway, Suite 314, Plano, Texas 75023 until Global Financial Services, Inc. shall have hereafter designate in writing to said Department of State a different address for such purpose.

Executed on July 22, 1998

GLOBAL FINANCIAL SERVICES, INC.

By:   
Name: Angelo C. Prieto  
Capacity: President

TRUST AMERICA SERVICE CORP.

By:   
Name: Angelo C. Prieto  
Capacity: President

## **PLAN OF MERGER**

1. Global Financial Services, Inc., which is a business corporation of the State of Delaware and is the owner of 100% of the outstanding shares of Trust America Service Corp., which is a business corporation of the State of Florida, hereby merges Trust America Service Corp. into Global Financial Services, Inc. pursuant to the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.
2. The separate existence of Trust America Service Corp. shall cease at the effective time and date of the merger, and Global Financial Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.
3. (a) The issued shares of Trust America Service Corp. 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 Global Financial Services, Inc. shall not be converted 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.
4. Shareholders of Trust America Service Corp. other than Global Financial Services, Inc., 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.