

501257

CARLTON FIELDS

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ALTEGRA CREDIT CO.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Handwritten signature and date 12/30

J01257

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALTEGRA CREDIT COMPANY, a Florida corporation, document number J01257

INTO

ALTEGRA CREDIT COMPANY, a Delaware corporation not qualified in Florida.

File date: December 29, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF ALTEGRA CREDIT COMPANY,
A FLORIDA CORPORATION
INTO
ALTEGRA CREDIT COMPANY,
A DELAWARE CORPORATION

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ARTICLE I
Names and Surviving Corporation

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Altegra Credit Company	Delaware
Altegra Credit Company	Florida

Altegra Credit Company, a Delaware corporation, shall be the surviving corporation.

ARTICLE II
Plan of Merger

The plan of merger is attached hereto as Exhibit A.


ARTICLE III
Date of Adoption

The date of adoption of the plan of merger by the shareholders of each corporation is:


<u>Name</u>	<u>Date of Adoption</u>
Altegra Credit Company, a Florida corporation	December 24, 1997
Altegra Credit Company, a Delaware corporation	December 24, 1997

Dated this 24th day of December, 1997.

ALTEGRA CREDIT COMPANY,
a Florida corporation

By: 
Name: Robert C. Mercer, Jr.
Title: President

ALTEGRA CREDIT COMPANY,
a Delaware corporation

By: 
Name: Robert C. Mercer, Jr.
Title: President

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER made as of the 24th day of December, 1997, by and between Altegra Credit Company, a Florida corporation ("Florida Company") and Altegra Credit Company, a Delaware corporation ("Delaware Company").

WHEREAS, Florida Company is a corporation organized and existing under the laws of the State of Florida, and having authorized capital of 10,000 shares of \$100.00 par value common stock; and

WHEREAS, Delaware Company is a corporation organized and existing under the laws of the State of Delaware, and having an authorized capital of 10,000 shares of \$100.00 par value common stock; and

WHEREAS, it is deemed advisable and in the best interests of Florida Company and Delaware Company and their respective shareholders to merge Florida Company into Delaware Company, under the provisions of the Florida Statutes and the Delaware Code in order to further their business purpose;

NOW, THEREFORE, for the mutual promises set forth herein and for other valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, the parties hereto, in accordance with the aforementioned provisions of the laws of the States of Florida and Delaware, agree as follows:


1. **Merger.** Florida Company shall be merged into Delaware Company, the surviving corporation, and does hereby agree and prescribe that the laws which shall govern the surviving corporation shall be the laws of the State of Delaware.
2. **Surviving Corporation.** The name of the surviving corporation shall be Altegra Credit Company, a Delaware corporation, and its charter shall be the original certificate of incorporation which was granted to it at the time of its incorporation.
3. **Effective Date of Merger.** The effective date of this merger shall be upon the completion of and filings required to effectuate the merger.
4. **Bylaws, Officers, Directors.** The Bylaws of Delaware Company, until amended or revised, shall be the present bylaws of the surviving corporation. The officers and directors of Florida Company shall be the officers and directors of the surviving corporation until the next annual meetings of shareholders and directors at which time their successors shall be duly elected and qualified.
5. **Capital Stock.**

(a) The authorized capital stock of the surviving corporation shall be 10,000 shares of common stock having a par value of \$100.00 each.

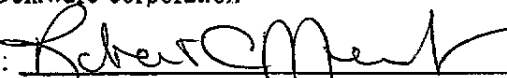
(b) The manner of converting the shares of Florida Company and Delaware Company into shares of the merged corporation shall be as follows. At the effective date of the merger, each of the issued and outstanding shares of common stock, \$100.00 par value, of Florida Company shall be converted into and become one (1) share of common stock of the surviving corporation. As soon as practicable after the merger becomes effective, the stock certificates representing issued and outstanding common stock of Florida Company shall be surrendered for exchange to the surviving corporation as provided above. Until so surrendered for exchange, the stock certificates nominally representing common stock of Florida Company shall be deemed for all corporate purposes to evidence the ownership of common stock of the surviving corporation that the holder thereof would be entitled to receive upon its surrender to the surviving corporation.

6. Effect of Merger. When this Plan and Agreement of Merger shall have been signed and delivered and Articles of Merger filed and recorded as required by the laws of the States of Delaware and Florida, the existence of Florida Company shall cease and it shall be merged into Delaware Company and the surviving corporation shall be known as Altegra Credit Company, a Delaware corporation. The surviving corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all the restrictions, liabilities, and duties of the corporations so merged and all and singular the rights, privileges, powers and franchises of the merged corporations, and all property, real, personal and mixed, and all debts due to the merged corporations, on whatever account, shall be vested in the surviving corporation. All property, rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the merged corporations, and the title to any real estate, whether by deed or otherwise, vested in the merged corporations, shall not revert or be in any way impaired by reason of this merger; provided, that all rights of creditors and all liens upon the property of the merged corporations shall be preserved unimpaired and all debts, liabilities and duties of the merged corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

Altegra Credit Company,
a Florida corporation

By: 
Robert C. Mercer, Jr., President

Altegra Credit Company,
a Delaware corporation

By: 
Robert C. Mercer, Jr., President