



J20840

ACCOUNT NO. : 072100000032

REFERENCE : 269498 4306145

AUTHORIZATION :

COST LIMIT : \$ ~~35.00~~ 70.00 *Patricia Pujols*

ORDER DATE : June 9, 1999

ORDER TIME : 4:28 PM

ORDER NO. : 269498-005

000002904340--3

CUSTOMER NO: 4306145

Merser

CUSTOMER: Zev Bomrind, Esq
Herzfeld & Rubin, p.c.
40 Wall St

New York, NY 10005

ARTICLES OF MERGER

SAC WEST, INC.

INTO

S.A.C. TELEMARKETING, INC.

FILED
99 JUN 14 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

[Signature]

AJR
6/15/99

RECEIVED
99 JUN 14 PM 4:53
DEPARTMENT OF STATE
BUREAU OF LEGAL ATTACHMENT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SAC WEST, INC., a Florida corporation P93000069674

INTO

S.A.C. TELEMARKETING, INC., a Florida corporation, J20840.

File date: June 14, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

of

SAC WEST, INC.

and

S.A.C. TELEMARKETING, INC.

FILED
99 JUN 14 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging SAC West, Inc. with and into S.A.C. Telemarketing, Inc., as approved and adopted by the written consent of the shareholders of SAC West, Inc. entitled to vote thereon on May 28 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by the written consent of the shareholders of S.A.C. Telemarketing, Inc. entitled to vote thereon on May 28 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. S.A.C. Telemarketing, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

SAC WEST, INC.

S.A.C. TELEMARKETING, INC.

By: 

Name: James G. Beckmann

Title: President of both entities

PLAN OF MERGER

PLAN OF MERGER adopted for SAC West, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 23, 1999, and adopted for S.A.C. Telemarketing, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 28, 1999.

1. The names of the corporations planning to merge are SAC West, Inc., a business corporation organized under the laws of the State of Florida, and S.A.C. Telemarketing, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which SAC West, Inc. plans to merge is S.A.C. Telemarketing, Inc.

2. SAC West, Inc. and S.A.C. Telemarketing, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit: S.A.C. Telemarketing, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of SAC West, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

3. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, except that Article III thereof relating to the capitalization of the corporation is hereby amended in its entirety as follows at the effective time and date of the merger:

"Article III

The total number of shares which the Corporation shall have the authority to issue is Three Thousand (3,000), all of which shall be common stock, par value \$.50 per share."

and said Articles of Incorporation as herein amended shall continue in full force and effect until further amended in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The directors and officers of the surviving corporation in office at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 9.6 shares of the common stock, par value \$.50 per share (the "Common Stock"), of the surviving corporation. Each issued share of the surviving corporation, which prior to the merger was a share of "Class A" or "Class B" common stock of the Corporation, shall at the effective time and date of the

merger, and without any action by the holder thereof, represent .8196 (81.96%) of one issued share of Common Stock of the surviving corporation. No fractional shares shall be issued upon such conversion; instead, the shareholders of each of the corporations will be issued that whole number of shares of Common Stock closest to that number which is equal to the product of (A) number of shares of common stock held by each such shareholder immediately prior to the merger and (B) either (i) 9.6, in the case of shareholders of the non-surviving corporation or (ii) .8196, in the case of shareholders of the surviving corporation.

7. At and after the effective time of the merger, the surviving corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises (both public and private) and all of the property (real, personal and mixed) of the non-surviving corporation; all debts due to the non-surviving corporation shall be vested in the surviving corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the corporations shall be as effectively the property of the surviving corporation as they were of the respective corporations; the title to any real estate vested by deed or otherwise in the non-surviving corporation shall not revert or be in any way impaired by reason of the merger, but shall be vested in the surviving corporation; all rights of creditors and all liens upon any property of either of the corporations shall be preserved, unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities and duties of the corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the surviving corporation shall indemnify and hold harmless the officers and directors of each of the corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

8. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

9. In the event that the Plan of Merger shall have been approved by the shareholders of the non-surviving corporation entitled to vote and by the shareholders of the surviving corporation entitled to vote in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, 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.