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MERGER OR SHARE EXCHANGE

CENTRAL CREDIT SERVICES, INC.

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ARTICLES OF MERGER
OF
CCS MERGER SUB, INC.
(a Florida Corporation)
WITH AND INTO
CENTRAL CREDIT SERVICES, INC.
(a Florida Corporation)

To the Department of State - State of Florida

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the domestic business corporations herein named do hereby submit the following articles of merger.

1. The name and jurisdiction of the surviving corporation is: Central Credit Services, Inc., a Florida business corporation. Florida Document/Registration Number #J89255.
2. The name and jurisdiction of the merging corporation is: CCS Merger Sub, Inc., a Florida business corporation. Florida Document/Registration Number #P07000096643.
3. The Plan of Merger is attached hereto as Exhibit A.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The attached Plan of Merger was approved by the sole director and shareholders of Central Credit Services, Inc., the surviving corporation, on February 29, 2008.
6. The attached Plan of Merger was approved by the sole director and sole shareholder of CCS Merger Sub, Inc., the merging corporation on February 29, 2008.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer as of the 29th day of February, 2008.

CCS MERGER SUB, INC.

By: 
Name: James J. Eckerston
Title: President

CENTRAL CREDIT SERVICES, INC.


By: 
Name: Peter G. Durand
Title: Chairman of the Board, Chief
Financial Officer and Treasurer

Exhibit A

Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is made and dated as of February 29, 2008, by and among Central Credit Services, Inc. (the "Corporation"), a business corporation of the State of Florida and CCS Merger Sub, Inc. ("Merger Sub"), a business corporation of the State of Florida.

BACKGROUND

The respective Boards of Directors of the Corporation and Merger Sub each have determined that it is desirable and in the best interest of each corporation that Merger Sub be merged into the Corporation in accordance with the provisions of this Plan of Merger and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and conditions contained herein and intending to be legally bound, the parties hereby agree as follows:

1. Merger.

On the Effective Date (as hereinafter defined), Merger Sub shall be merged with and into the Corporation, and the Corporation shall be the corporation surviving the merger and shall retain its current corporate name (the Corporation is also sometimes referred to herein as the "Surviving Corporation"). On the Effective Date of the merger Merger Sub shall cease to exist and thereafter their respective properties, business, assets and liabilities shall become the properties, business, assets and liabilities of the Corporation as the surviving corporation, and the Corporation shall continue to exist as a corporation under the laws of the State of Florida.

2. Articles of Incorporation.

The Articles of Incorporation of the Corporation on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation unless and until otherwise amended or modified.

3. Conversion of Stock.

On the Effective Date, each share of Common Stock of the Corporation issued or outstanding immediately prior thereto shall become and be converted into the right to receive promissory notes. Each stock certificate representing outstanding Common Stock of the Corporation immediately prior to the Effective Date shall on and after the Effective Date be deemed cancelled, for all purposes, and to represent the promissory notes into which such stock was converted.

On the Effective Date, each share of capital stock of Merger Sub outstanding or held in treasury immediately prior thereto shall be cancelled.

4. Bylaws.

The Bylaws of the Corporation at the Effective Date shall be the same as its Bylaws in effect immediately before the merger.

5. Directors and Officers.

The directors and officers of the Corporation immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Corporation and, subject to the Bylaws of the Surviving Corporation, shall hold office until their respective successors shall have been elected and shall have qualified, subject to removal, resignation or such other change as may otherwise occur.

6. Effective Date.

The merger shall be effective upon filing with the State of Florida in accordance with the provisions of the Articles of Merger filed with the State of Florida.

7. Amendment.

The Corporation and Merger Sub, by agreement in writing authorized by their respective Boards of Directors, may amend this Plan of Merger at any time before or after approval hereof by the stockholders, but, after any such approval, no amendment shall be made which substantively changes the terms hereof without the further approval of such stockholders.

8. Further Actions.

To carry out this Plan of Merger, upon approval hereof, the President, any Vice President, the Treasurer and the Secretary, or other authorized person, of the Corporation and Merger Sub, respectively, shall be vested with full authority to perform all such further acts and to execute any and all agreements, papers and documents necessary or proper in order to give effect to and to consummate the merger.

9. Expenses.

All charges and expenses necessarily involved in carrying out this Plan of Merger shall be borne by the Corporation.

10. Termination.

This Plan of Merger may be terminated at any time prior to the Effective Date by the mutual agreement of the respective Boards of Directors of the Corporation and Merger Sub.

11. Governing Law.

This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

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