

L 36685

ARTICLES OF MERGER
Merger Sheet

MERGING:

FACS FINANCECO, INC., a Florida corporation, document number
P97000019328

INTO

FACS RECORDS CENTER (FLORIDA), INC., a Florida corporation, L36685

File date: March 20, 1997

Corporate Specialist: Karen Gibson

L36685
Laine Maskevich
HOLLAND KNIG

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

400002119974--6

-03/21/97--01001--012

***122.50 ***122.50

Office Use Only

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

1. FACS Records Center (Florida), Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 4:30
3-20-97

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <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 |

| 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 |

FILED
97 MAR 20 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 20 PM 3:38
DIVISION OF CORPORATION

Meigs
OK
3/21

**ARTICLES OF MERGER
OF
FACS FINANCECO, INC.
INTO
FACS RECORDS CENTER (FLORIDA), INC.**

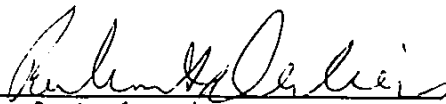
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97 MAR 20 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, FACS Records Center (Florida), Inc., a Florida corporation, submits these Articles of Merger for filing:

1. The Agreement and Plan of Merger is attached hereto and made a part as though fully set forth herein.
2. The approval of the shareholders of the constituent corporations was not required pursuant to Section 607.1104 of the Florida Business Corporation Act.
3. Pursuant to Section 607.1104 of the Florida Business Corporation Act, the Agreement and Plan of Merger was adopted by the Board of Directors of FACS Records Centre Inc., a corporation organized under the laws of British Columbia, Canada, acting as the parent corporation of each of the constituent corporations, on March 20, 1997.

Dated: March 20, 1997.

**FACS RECORDS CENTER (FLORIDA), INC.
A Florida Corporation**

By 
Name: Robert Wiens
Title: President

**AGREEMENT AND PLAN OF MERGER OF
FACS FINANCECO, INC., a Florida corporation
INTO**

FACS RECORDS CENTER (FLORIDA), INC., a Florida corporation

AGREEMENT AND PLAN OF MERGER (the "Agreement"), by and among Facs Records Centre Inc., a corporation organized under the laws of British Columbia, Canada ("Parent Corporation"), Facs Records Center (Florida), Inc., a Florida corporation ("Surviving Corporation" or "Facs Florida"), and Facs Financeco, Inc., a Florida corporation ("Merging Corporation").

WHEREAS, Surviving Corporation and Merging Corporation are both wholly-owned subsidiaries of Parent Corporation;

WHEREAS, the Board of Directors of Parent Corporation has approved the merger of Merging Corporation with and into Surviving Corporation and the consummation of the transactions contemplated hereby, upon the terms and subject to the conditions set forth herein.

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

1. The names of the corporations planning to merge are Facs Records Center (Florida), Inc., a Florida corporation, which shall be the surviving corporation, and Facs Financeco, Inc., a Florida corporation.
2. As of the date of filing of the Certificate of Merger with the Secretary of State of the State of Florida, which shall be the effective date of the Merger (the "Effective Time"), by virtue of the Merger, each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Merger, shall automatically and without any action on the part of Parent Corporation, be converted into and Surviving Corporation shall thereupon issue to Parent Corporation 23,725 shares of the common stock of Surviving Corporation. In addition, each share of common stock of Facs Florida held by Parent Corporation immediately prior to the Merger shall be converted, for all appropriate purposes, into shares of Surviving Corporation.
3. At the Effective Time, the Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until duly amended.
4. At the Effective Time, the Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended.

5. At and after the Effective Time, the directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, in each case until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

6. As of the Effective Time, the separate existence of the Merging Corporation shall cease, and said corporation will be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Merging Corporation; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment.

7. Shareholders of the Merging Corporation who, except for the application of Fla. Stat. § 607.1104, would be entitled to vote and who dissent from the Merger pursuant to Fla. Stat. § 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

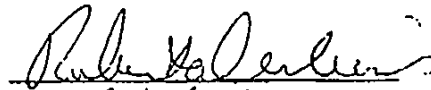
Dated: March __, 1997.

"PARENT CORPORATION"

FACS RECORDS CENTRE INC.

a corporation organized under the laws of
British Columbia, Canada

By:

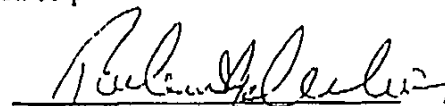

Name: Robert Wens
Title: President

"SURVIVING CORPORATION"

FACS RECORDS CENTER (FLORIDA), INC.

a Florida corporation

By:


Name: Robert Wens
Title: President

"MERGING CORPORATION"

FACS FINANCECO, INC.
a Florida corporation

By:

Robert Valerheim

Name:

Title: