

CR2E031(1/95)

**ARTICLES OF CORRECTION OF
FACS RECORDS CENTER (FLORIDA), INC.**

97 MAR 25 PM 2:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.0124, Florida Statutes, Facs Records Center (Florida), Inc. (the "Corporation"), hereby files these Articles of Correction to correct an incorrect statement contained in the following document filed with the Department of State:

1. The document containing an incorrect statement is the Agreement and Plan of Merger filed with the Articles of Merger of Facs Financeco, Inc. into Facs Records Center (Florida), Inc., a copy of which is attached hereto as Exhibit A. Said document was filed with the Department of State on March 20, 1997
2. Section 2 of the Agreement and Plan of Merger incorrectly states that the number of shares to be issued to the Parent Corporation following conversion of the Merging Corporation's shares shall be 23,725. This incorrect number was inserted as the result of a typographical error
3. The correct number to be inserted at Section 2 is 2,373. Accordingly, Section 2 is corrected as follows (marked to show revision):

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 2,373 ~~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.

DATED this 24th day of March, 1997.

FACS RECORDS CENTER (FLORIDA), INC.

By: _____

Stuart Hunter, Vice President

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

FILED
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 Wrens

Title: President

03/11/97

10:04

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**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.

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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 Wiers

Title: President

"SURVIVING CORPORATION"

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

By: 

Name: Robert Wiers

Title: President

44-38861-1000

706
McCarthy Tetrault

FACS FINANCECO, INC.
a Florida corporation

By: Ruben Valeriano
Name:
Title:

DEBIT MEMORANDUM

000130

FOR OFFICIAL USE

DATE

NUMBER

TO :
DEPARTMENT OF STATESTATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	2,283.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	2,283.75	OTHER	4

CROSS
REF

DISTRIBUTION

SAMAS CODE

REASON

AMOUNT

12	45-20-2-130001-45300000-00-000100-00	2	375.00
12	45-20-2-130001-45300000-00-000100-00	2	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	383.75
12	45-20-2-130001-45300000-00-000100-00	1	775.00

GRAND TOTAL:

\$ 2,283.75

RECEIVED

Process Date: 01/06/97

The above named fund(s) has been reduced by the amount of
this check(s) under authority of Section 215.34, F.S.

State Treasurer

ATLANTIC BEACH, FL 32233

“00000?500?”

SHY770Q

12/20

DO NOT REDEPOSIT

Campbell Center

ENDORSE HERE

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
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***775.00

DO NOT WRITE STAMP OR SIGN BELOW THIS LINE
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US 23158 (0630000047) 1005/01/97
BARNETT BANK JAX FL 0630000047 0630000047
12-30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 21, 1997

Mirrored Images Glass
& Mirror, Inc.
226 Poinsetta St.
Atlanta, GA 32233

SUBJECT: MIRRORED IMAGES GLASS & MIRROR, INC.
Ref. Number: L37463

Debit Memo #: 72400-E

This is to inform you that your check #3500 dated December 20, 1996 in the amount of \$775.00 and submitted for MIRRORED IMAGES GLASS & MIRROR, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$814.75 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 897A00002820

cc: Mirrored Images Glass & Mirror, Inc.
402-A Sherry Dr.
Atlantic Beach, Florida 32233



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1997

Mirrored Images Glass
& Mirror, Inc.
226 Poinsetta St.
Atlanta, GA 32233

SUBJECT: MIRRORED IMAGES GLASS & MIRROR, INC.
Ref. Number: L37463

Debit Memo #: 72400-E

Due to your failure to respond to our previous letter advising you of the returned check #3500, the Reinstatement for MIRRORED IMAGES GLASS & MIRROR, INC. has been cancelled and is considered not filed as of March 13, 1997.

The status of your corporation has now reverted to its previous status of administratively dissolved or revoked.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 397A00013122

cc:Mirrored Images Glass & Mirror, Inc.
402-A, Sherry Dr.
Atlantic Bch., Florida 32233