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FOR MAILING PURPOSES,

PLEASE REPLY TO:

P.O. BOX 8037

FORT LAUDERDALE, FLORIDA 33310

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-07/24/01--01043--010

*****35.00 *****35.00

July 12, 2001

Division of Corporations

Florida Secretary of State

P.O. Box 6327

Tallahassee, Florida 32314

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-07/24/01--01043--011

*****43.75 *****43.75

Re: Filing of Articles of Merger and Plan of Merger for Credit Management

Systems, Inc.

F.E.I.N.: 65-1107587

Dear Sir/Madam,

Please find enclosed for filing, Credit management Systems, Inc.'s Articles of merger and Plan of Merger. Also enclosed is my trust check in the amount of \$43.75. This amount reflects the \$35.00 filing fee and an additional \$8.75 to cover the cost of providing me with a CERTIFIED COPY of said documents and a letter of acknowledgment. If you have any questions, please do not hesitate to contact me at the telephone number above. An SASE is enclosed for return of the documents requested.

Thank you for your time and attention to this matter.

JEFFREY J. NEEDLE, P.A.,


Jeffrey J. Needle, Esquire

For the firm

JN/mw

Encl.

Marc Weber authorized to
correct name of Surv. corp
in the heading.

Merger
NFB

7-25-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 JUL 16 PM 12:12

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNITED SERVICE BUREAU, INC., a Florida corporation (Document
#P98000077475)

INTO

CREDIT MANAGEMENT SYSTEMS, INC., a Florida entity, P01000051807

File date: July 16, 2001

Corporate Specialist: Louise Flemming-Jackson

2001 JUL 16 PM 12:12

ARTICLES OF MERGER
OF
UNITED SERVICE BUREAU, Inc., a Florida Corporation,
Into
CREDIT MANAGEMENT SYSTEMS, INC., a Florida Corporation

ARTICLES OF MERGER between United Service Bureau, Inc., a Florida corporation and Credit management Systems, Inc., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Credit Management Systems, Inc. adopts the following Articles of Merger.

1. The Plan of Merger between Credit Management Systems, Inc. and United Service Bureau, Inc. was approved and adopted by the shareholders of United Service Bureau, Inc., on July 6th, 2001, because shareholder approval of the Plan of Merger is not required by the shareholders of Credit Management Systems, Inc., by §607.1103(1) of the act.
2. Under the Plan of Merger, all issued and outstanding shares of United Service Bureau, Inc.'s stock will be acquired by means of a merger of United Service Bureau, Inc. into Credit Management Systems, Inc. the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on July 15, 2001.

IN WITNESS WHEREOF, the parties have set their hands on July 9th, 2001.

ATTEST:

Credit Management Systems, Inc.
a Florida corporation

By: Allan Glick
Allan Glick, President
(Corporate Seal)

ATTEST:

United Service Bureau, Inc.
a Florida corporation

By: Albert Bartley, Jr.
Albert Bartley, Jr., President
(Corporate Seal)

PLAN OF MERGER

Merger between Credit Management Systems, Inc. (the "Surviving Corp.") and United Service Bureau, Inc. (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp. in effect immediately before the Effective Date of the Merger (the "effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 1/3 of a share of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office shall execute and deliver, on the request of Surviving Corp., any and all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective

Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger. Thereafter, such Articles of Merger as if fully set forth in such Articles and shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be July 15, 2001.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.