

P01000061090

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LAW OFFICES OF
CARLA DELOACH BRYANT, P.A.
ATTORNEY and COUNSELOR AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
TELEPHONE: 407.740.5005 FACSIMILE: 407.740.5025
e-mail: cdbattorney@mpinet.net

March 20, 2003

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger Alliance Merchant Services, Inc.

Dear Sir or Madam:

The enclosed merger and firm check in the amount of \$43.75, which includes \$35.00 for filing fee plus \$8.75 for certified copy are submitted. As instructed an additional copy of the merger is included.

Please return all correspondence concerning this matter to the following:

Law Offices of Carla DeLoach Bryant, P. A.
1201 S. Orlando Avenue, Suite 350
Winter Park, Florida 32789

For further information concerning this matter, please call:

Carla DeLoach Bryant at (407) 740-5005.

I remain

Very truly yours,


Carla DeLoach Bryant

CDB/bs



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 31, 2003

CARLA DELOACH BRYANT, P.A.
1201 S. ORLANDO AVE., STE. 350
WINTER PARK, FL 32789

SUBJECT: ALLIANCE MERCHANT SERVICES, INC.
Ref. Number: P01000061090

We have received your document for ALLIANCE MERCHANT SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The capacity of the officer/director signing should be indicated. Ex. President, Vice President, Chairman of the Board, etc.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

The merging corporation was administratively dissolved on October 30, 2002 and must be reinstated before the merger can be filed. The fee to reinstate is \$900. see form and fee attached. Also see my note on the 2nd page of your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 903A00019139

Rec'd 6/19

LAW OFFICES OF
CARLA DELOACH BRYANT, P.A.
ATTORNEY AND COUNSELOR AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
TELEPHONE: 407.740.5005 FACSIMILE: 407.740.5025
e-mail: cdbattorney@mpinet.net

June 12, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Corporation Reinstatement

Dear Sir or Madam:

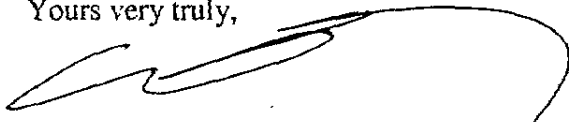
Find enclosed the following:

1. Articles of Merger;
2. Plan of Merger;
3. Firm check in the amount of \$35.00 for fees due; and
4. A self-addressed, stamped envelope for the return of the certified copy.

Thank you for your attention to this matter. If you have any questions, please call my office.

I remain

Yours very truly,



Carla DeLoach Bryant

CDB/cd
enclosures
c: client file

RECEIVED
03 JUN 19 AM 11:40
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUN 19 PM 4:20

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE I SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is: Alliance Merchant Services, Inc., a Florida Corporation.

ARTICLE II MERGING CORPORATION

The name and jurisdiction of each merging corporation is: Alliance Processing Resource, Inc., a Florida Corporation.

ARTICLE III PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV EFFECTIVE DATE

The merger shall become effective on December 31, 2002.

ARTICLE V ADOPTION BY SURVIVING CORPORATION'S SHAREHOLDERS


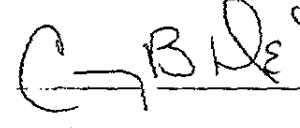
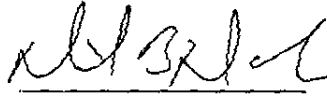


The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 2002.

ARTICLE VI
ADOPTION BY MERGING CORPORATION'S SHAREHOLDERS

The Plan of Merger was adopted by the shareholders of the merging corporation on December 31, 2002.

The Plan of Merger was adopted by the board of directors of the merging corporation on December 31, 2002.

ARTICLE VII
SIGNATURES

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual & Title</u>
Alliance Merchant Services, Inc.		Thomas Pouliot, President
Alliance Merchant Services, Inc.		Casey DeLoach, Vice-President
Alliance Merchant Services, Inc.		David DeLoach, Secretary
Alliance Processing Resource, Inc.		Thomas Pouliot, Vice-President
Alliance Processing Resource, Inc.		Casey DeLoach, President
Alliance Processing Resource, Inc.		David DeLoach, Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

ARTICLE I SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is: Alliance Merchant Services, Inc.

ARTICLE II MERGING CORPORATION

The name and jurisdiction of the merging corporation is: Alliance Processing Resource, Inc., a Florida Corporation.

ARTICLE III TERMS AND CONDITIONS

The terms and conditions of the merger are as follows: To surrender shares in Alliance Processing Resource, Inc. in exchange for proportionate shares in Alliance Merchant Services, Inc.

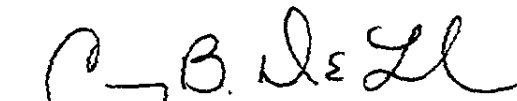
ARTICLE IV MANNER OF CONVERSION


The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Adopt the ownership scheme of Alliance Merchant Services, Inc., as follows:

Thomas Pouliot	50%
Casey DeLoach	40%
David DeLoach	10%

DATED: 31st day of December, 2002.


Thomas Pouliot


Casey DeLoach


David DeLoach

Constituting all of the Shareholders
of the Corporations named in the
Articles of Merger.