

P080000972.1

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(City/State/Zip/Phone #)

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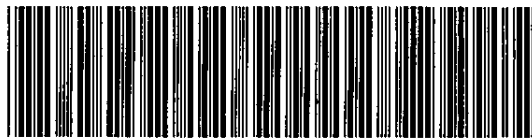
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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01/26/09--01049--010 **35.00

Merger
@ 2/11/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ACCOUNTING EXPRESS CORP.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

LEN HADLEY

(Contact Person)

ACCOUNTING EXPRESS CORP.

(Firm/Company)

600 N. THACKER AVE., #C-19

(Address)

KISSIMMEE, FL34741

(City/State and Zip Code)

For further information concerning this matter, please call:

LEN HADLEY

(Name of Contact Person)

At (407) 847-9003

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2009

ACCOUNTING EXPRESS CORP.
% L.K. HADLEY
600 NORTH THACKER AVE., (STE. C-19)
KISSIMMEE, FL 34741

SUBJECT: ACCOUNTING EXPRESS CORP.
Ref. Number: P08000097261

We have received your document for ACCOUNTING EXPRESS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 909A00003824



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2009

LEN HADLEY
ACCOUNTING EXPRESS CORP.
600 N. THACKER AVE #C-19
KISSIMMEE, FL 34741

SUBJECT: ACCOUNTING EXPRESS CORP.
Ref. Number: P08000097261

We have received your document for ACCOUNTING EXPRESS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 409A00001253

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ACCOUNTING EXPRESS CORP.	FLORIDA	P08000097261

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ACE FINANCIAL GROUP, INC.	FLORIDA	P96000102245

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DIVISION OF CORPORATIONS

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on DECEMBER 29, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on DECEMBER 29, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

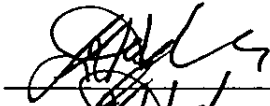
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

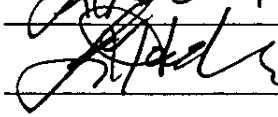
Typed or Printed Name of Individual & Title

ACE FINANCIAL GROUP, INC



LEN HADLEY. PRES

ACCOUNTING EXPRESS CORP.



LEN HADLEY. PRES

PLAN OF MERGER
(Not Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACCOUNTING EXPRESS CORP.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACE FINANCIAL GROUP, INC</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
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Third: The terms and conditions of the merger are as follows:

ACCOUNTING EXPRESS WILL TAKE OVER THE ASSETS, LIABILITIES AND BUSINESS OF
ACE FINANCIAL GROUP, INC.

Fourth: 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:

OUTSTANDING SHARES OF THE MERGING CORPORATION TO BE CONVERTED TO COMMON SHARES
OF THE SURVIVING CORPORATION AT PAR VALUE OF \$1.00 EACH.

(Attach additional sheets if necessary)