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**MERGER OR SHARE EXCHANGE**  
**RELIANCE MANAGEMENT SERVICES, INC.**

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**ARTICLES OF MERGER**

**OF**

**ACL CORP.**  
**(a Florida corporation)**

**AND**

**RELIANCE MANAGEMENT SERVICES, INC.**  
**(a Florida corporation)**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger this 3rd day of November, 2004, pursuant to Section 607.1105 of the Florida Business Corporation Act and certify that:

1. ACL CORP., a Florida corporation ("ACL"), and Reliance Management Services, Inc., a Florida corporation ("RMS"), have adopted the Plan of Merger dated November 3, 2004, attached hereto as Appendix A (the "Plan of Merger"), as required by Section 607.1104 of the Florida Business Corporation Act.

2. The Plan of Merger was adopted by unanimous written consent, dated November 3, 2004, by the two members of the Board of Directors of ACL. The Plan of Merger was adopted by unanimous written consent, dated November 3, 2004, by the two members of the Board of Directors of RMS. No approval by the shareholders of ACL or the shareholder of RMS was required.

3. The merger contemplated by the Plan of Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

**SIGNATURES ON FOLLOWING PAGE**

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties by their authorized officers as of the date first above written.

ACL CORP.

By:   
Name: Jamie Jensen  
Title: V.P.

RELIANCE MANAGEMENT SERVICES, INC.

By:   
Name: Jamie Jensen  
Title: V.P.

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**APPENDIX A**  
**PLAN OF MERGER**

of

**ACL CORP.**  
**a Florida corporation**

with and into

**RELIANCE MANAGEMENT SERVICES, INC.**  
**a Florida corporation**

1. This is a Plan of Merger, dated November 3, 2004, for the merger of a subsidiary corporation as contemplated by Section 607.1104 of the Florida Business Corporation Act.
2. The names of the corporations planning to merge are ACL CORP., a Florida corporation ("ACL"), and Reliance Management Services, Inc., a Florida corporation ("RMS"). RMS is a wholly-owned subsidiary of ACL.
3. ACL will be merged with and into RMS, and RMS shall be the surviving corporation.
4. The Articles of Incorporation of RMS shall not be amended or changed by the merger.
5. All of the issued and outstanding shares of common stock of RMS are presently owned and held by ACL. Because ACL will be merged with and into RMS, which shall be the surviving corporation, each shareholder of ACL shall be issued one half of one share of RMS for each share of ACL owned by such shareholder upon surrender of their respective certificates in ACL.
6. ACL is the sole shareholder of RMS. As a result, there can be no dissenting shareholders. Any shareholders of RMS who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

SIGNATURES ON FOLLOWING PAGE

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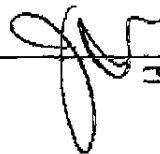
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IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of the parties by their authorized officers as of the date first above written.

ACL CORP.

By:   
Name: James C. Scrimshaw  
Title: V.P.

RELIANCE MANAGEMENT SERVICES, INC.

By:   
Name: James C. Scrimshaw  
Title: V.P.