

P92000003555

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference: _____
(Sub Account)

Date: June 24, 1999

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Joan Perrenot (x243)

Corporation Name: _____

Entity Number (if applicable): _____

Authorization: J Perrenot

FILED
99 JUN 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600002914856-10

- | | | |
|--|--|--|
| <input type="checkbox"/> Certified Copy (1-9) | <input type="checkbox"/> UCC'S | <input type="checkbox"/> Certificate of Status |
| <input checked="" type="checkbox"/> New Filings ^{ART.} (Herger) | <input checked="" type="checkbox"/> Plain Stamped Copy | <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Amendments | <input type="checkbox"/> Registration |

- | | | |
|---|---|---|
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

G. COULLETTE JUN 25 1999

RECEIVED
99 JUN 24 PM 1:50

CF Internal Use Only

Client: 42117 Matter: 93242

TAL#501656.01

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST GRAMPIAN FINANCE CORPORATION, a Florida corporation,
P92000003555

INTO

EAGLE PREMIUM FINANCE COMPANY, a Texas corporation not qualified in
Florida.

File date: June 25, 1999

Corporate Specialist: Cheryl Coulliette

Account number: FCA000000017

Account charged: 70.00

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

June 27, 1999

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Joan Perrenot (x243)

Corporation Name:

Entity Number (if applicable):

Authorization:

J Perrenot

Certified Copy (1-9)

UCC'S

Certificate of Status

New Filings ^{Art.} (Merger)
- SEE attached

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

Call When Ready

Call if Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

RECEIVED
99 JUN 25 PM 1:47

CF Internal Use Only

Client: 42117 Matter: 93242

TAL#501656.01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 1999

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: FIRST GRAMPIAN FINANCE CORPORATION
Ref. Number: P92000003555

We have received your document for FIRST GRAMPIAN FINANCE CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

See Attached
There is reference made to an Exhibit "A" and an Exhibit "B" which is not included unless the documents are included and just not indicated as being such. Please correct and return for filing.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 599A00033719

ARTICLES OF MERGER

OF

FIRST GRAMPIAN FINANCE CORP.
(a Florida corporation)

WITH AND INTO

EAGLE PREMIUM FINANCE COMPANY.
(a Texas corporation)

FILED
99 JUN 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1103, 607.1104 and 607.1107 of the Florida Business Corporation Act, and Part Five of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging First Grampian Finance Corp., a Florida corporation ("First Grampian"), with and into Eagle Premium Finance Company, a Texas corporation ("Eagle"). Unistar Financial Service Corp. ("Unistar") is the sole shareholder of all the issued and outstanding shares of capital stock of Eagle. Unistar Florida Holdings, Inc. ("Unistar Florida") is the sole shareholder of all the issued and outstanding shares of First Grampian. Unistar is the sole shareholder of Unistar Florida.

1. The Plan and Agreement of Merger ("Plan"), attached hereto as Exhibit A and hereby fully incorporated herein by reference, was approved by the Board of Directors of Unistar, Unistar Florida, Eagle and First Grampian on June 18, 1999, by resolutions, attached hereto as Composite Exhibit B, in the manner prescribed by the Texas and Florida Business Corporation Acts. A waiver of the mailing requirement was signed by Unistar on June 18, 1999, in the manner prescribed by the Florida Business Corporation Act.

2. The legal names of First Grampian and Eagle, and the states under the laws of which they are organized are:

<u>Name of Corporation</u>	<u>State</u>
First Grampian Finance Corp.	Florida
Eagle Premium Finance Company	Texas

3. As to First Grampian and Eagle, the number of shares outstanding are as follows:

	Number of Shares	Designation	Par Value
First Grampian	600	Common	\$1.00
Eagle	1000	Common	\$.01

4. As to First Grampian and Eagle, Unistar Florida and Unistar, respectively, are the sole shareholders of all of the issued and outstanding capital stock.

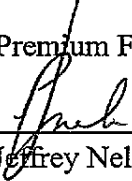
5. The laws of the State of Texas and Florida under which the above corporations are organized permit the Merger contemplated in the Plan. The Plan of merger was duly authorized by all action required by the laws under which First Grampian and Eagle were incorporated, including Article 5.04A(6) of the Texas Business Corporation Act and sections 607.1103, 607.1104 and 607.1107 of the Florida Business Corporation Act.

6. The name of the surviving corporation is Eagle Premium Finance Company, and it is to be governed by the laws of the State of Texas.

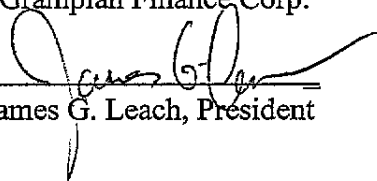
7. Shareholder approval is not required pursuant to Sections 607.1103 and 607.1104 of the Florida Business Corporation Act. The sole shareholder of Eagle has approved the Plan.

Dated: June 18, 1999

Eagle Premium Finance Company.

By: 
F. Jeffrey Nelson, President

First Grampian Finance Corp.

By: 
James G. Leach, President

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

At the Effective Time of the Merger, as defined in Article V below, First Grampian shall be merged with and into Eagle, with Eagle being the surviving corporation, which shall continue to be named Eagle Premium Finance Company, and which shall be governed by the Texas Business Corporation Act.

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

A. At the Effective Time of the Merger:

(1) First Grampian and Eagle shall be merged into a single corporation, which shall be Eagle, the corporation designated herein as the Surviving Corporation.

(2) The separate existence of First Grampian shall cease.

(3) The Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the Texas Business Corporation Act.

(4) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as a of a private nature, of First Grampian; and all property, real, personal, mixed, tangible and intangible; and all debts due on whatever account, including subscriptions to shares; and all other choses in action, and all and every other interest, of or belonging to or due to First Grampian, shall be taken and deemed to be vested in the Surviving Corporation.

(5) The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of First Grampian; and any claim existing or action or proceeding pending by or against First Grampian may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the right of creditors nor any lien upon the property of First Grampian shall be impaired by the merger.

B. The Articles of Incorporation of Eagle as existing and constituted immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, be and constitute the

Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law.

C. The bylaws of Eagle as existing and constituted immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

D. The Board of Directors, and the members thereof, and the officers of Eagle immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation to serve in accordance with the bylaws of the Surviving Corporation until their respective successors shall have been duly elected and qualified.

ARTICLE III

CANCELLATION OF FIRST GRAMPAN SHARES AND CAPITALIZATION OF SURVIVING CORPORATION

A All 600 shares of First Grampian owned and held by Unistar Florida immediately prior to the Effective Time of the Merger, being all of the issued and outstanding shares of First Grampian Common Stock, shall, at the Effective Time of the Merger, be deemed cancelled, and no Eagle Common Stock shall be authorized or issued on account thereof.

B. At the Effective Time of the Merger, the total authorized capital stock of the Surviving Corporation shall be as set forth in the Articles of Incorporation of the Surviving Corporation, that is, 100,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

SHAREHOLDER RIGHT TO DISSENT

As provided by the Florida Business Corporation Act, the mailing of the Plan to the shareholders of the First Grampian has been waived in writing by Unistar Florida, the sole shareholder of First Grampian, on June 18, 1999. The Florida Business Corporation Act provides that the shareholders of First Grampian shall have the right to dissent from the merger and if they comply with Section 607.1320 of the Florida Business Corporation Act concerning dissenting shareholder's rights, the dissenting shareholders will be entitled to be paid the fair value of their shares. All required documents shall be executed, filed, and recorded, and all acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the States of Texas and Florida.

ARTICLE V

APPROVAL AND EFFECTIVE TIME OF THE MERGER

A. The merger shall become effective at the time and date described in (3) below, after all the following actions have been taken:

(1) this Plan shall be adopted and approved by resolution of the Board of Directors of Unistar, Unistar Florida, First Grampian and Eagle in accordance with the Texas and Florida Business Corporation Acts;

(2) Articles of Merger (with this Plan attached as part thereof), setting forth the information required by, and executed in accordance with, the Florida and Texas Business Corporation Acts, shall be filed in the Office of the Secretary of State of the State of Florida and the State of Texas prior to the Effective Time of the Merger;

(3) The Effective Time of the Merger shall be 11:59 P.M., June 30, 1999.

B. This Plan cannot be altered or amended except pursuant to an instrument in writing supplied on behalf of the parties hereto.

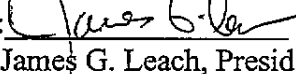
C. For the convenience of the parties and to facilitate the filing of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, Eagle and First Grampian have, pursuant to authority duly given by their Boards of Directors, caused this Plan and Agreement of Merger to be executed on their behalf by their respective officers, all as of the date first stated herein.

Eagle Premium Finance Company

By: 
F. Jeffrey Nelson, President

First Grampian Finance Corp

By: 
James G. Leach, President

PLAN AND AGREEMENT OF MERGER

Pursuant to Part Five of the Texas Business Corporation Act, and Sections 607.1103, 607.1104 and 607.1107 of the Florida Business Corporation Act, this Plan and Agreement of Merger ("Plan"), dated June 18, 1999, is by and between First Grampian finance Corp., a Florida corporation ("First Grampian"), and Eagle Premium Finance Company, a Texas corporation ("Eagle"). Eagle is the wholly-owned subsidiaries of Unistar Financial Service Corp. ("Unistar"), and First Grampian is the wholly-owned subsidiary of Unistar Florida Holdings, Inc. ("Unistar Florida"). Unistar is the sole shareholder of Unistar Florida.

WITNESSETH

WHEREAS, Eagle is a corporation duly organized and existing under the laws of the State of Texas, having been incorporated on July 14, 1995, and having authorized capital stock of 100,000 shares of common stock, \$.01 par value per share ("Eagle Common Stock"), of which 1000 shares are issued and outstanding;

WHEREAS, First Grampian is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on November 2, 1992, and having authorized capital stock of 1000 shares of capital stock, \$1.00 par value per share, ("First Grampian Capital Stock"), of which 600 shares are issued and outstanding;

WHEREAS, Unistar owns all issued and outstanding shares of the Eagle Common Stock, and Unistar Florida owns all issued and outstanding shares of the First Grampian common stock;

WHEREAS, the Board of Directors of Unistar, Unistar Florida and Eagle deem it advisable and in the best interests of Eagle and First Grampian that First Grampian be merged with and into Eagle, with Eagle being the surviving corporation as authorized by Texas Business Corporation Act and the Florida Business Corporation Act, and under and pursuant to the terms and conditions hereinafter set forth, each such board having duly approved this Plan.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger; the mode of carrying same into effect, including the cancellation of all issued and outstanding shares of First Grampian Common Stock; and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval and adoption of this Plan by resolution of the Board of Directors of Eagle, and subject to the conditions hereafter set forth, as follows:

Unistar Financial Service Corp.
(a Delaware corporation)

Consent of Board of Directors

Pursuant to Sections 607.1103, 607.1104 and 607.1107 of the Florida Business Corporation Act, and the applicable requirements of the Delaware Business Corporation Act, the Directors of Unistar Financial Service Corporation ("Unistar"), a Delaware corporation ("Company"), hereby approve, consent to and adopt the following recitals and resolutions, and the actions therein authorized as the act of the Board of Directors:

WHEREAS, pursuant to that certain Plan and Agreement of Merger dated June 18, 1999 ("Plan"), First Grampian Finance Corp. ("First Grampian"), a Florida corporation, desires to merge with and into Eagle Premium Finance Company ("Eagle"), a Texas corporation, with Eagle being the surviving corporation ("Merger");

WHEREAS, pursuant to the Plan, the parties thereto contemplate that upon the Effective Time of the Merger, as defined in the Plan, all issued and outstanding shares of First Grampian will be cancelled.; and

WHEREAS, Unistar owns all the issued and outstanding shares of Eagle, and Unistar Florida Holdings, Inc. ("Unistar Florida") owns all issued and outstanding shares of First Grampian; and

WHEREAS, Unistar owns all the issued and outstanding shares of Unistar Florida;

NOW, THEREFORE, BE IT

RESOLVED, that the Plan, the Merger contemplated therein, and all actions contemplated therein to effect the Merger of First Grampian with and into Eagle Premium Finance Company, with Eagle Premium Finance Company being the surviving corporation, is hereby in all respects approved, adopted, ratified and confirmed;


RESOLVED FURTHER, that as contemplated in the Plan, upon the Effective Time of the Merger, the cancellation of all issued and outstanding shares of First Grampian's capital stock, is hereby in all respects approved, adopted, ratified and confirmed;

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed, on behalf of the Company, to take such steps, to perform all such acts and things, and execute any and all agreements, documents or instruments which may by law or to them seem necessary, convenient or appropriate to effectuate and consummate the actions contemplated in the above resolutions, such necessity convenience or appropriateness to be conclusively evidenced by the taking or performance of any of the foregoing steps, acts and things, and executions;

RESOLVED FURTHER, that any lawful acts of the officers for the Company heretofore taken in connection with the matters contemplated in the foregoing resolutions are thereby approved, adopted, ratified and confirmed in all respects as the acts of the Company.

The foregoing resolutions were adopted in accordance with Art. II, sec. 2.8 of the Delaware Business Corporation Act, which authorizes action by unanimous consent without meeting. We direct that a copy of this Consent be place in the minute book of the Company. We further direct that the mergers be submitted to the sole shareholder for approval. The Board of Directors recommends approval of the merger.

IN WITNESS WHEREOF the undersigned, being General Counsel and acting in compliance with the unanimous consent of the Board of Directors does hereby seal this document on 18 June 1999.



James G. Leach
As General Counsel for
The Board of Directors

Eagle Premium Finance Company.
(a Texas corporation)

Consent of Board of Directors

Pursuant to Part Five of the Texas Business Corporation Act and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, the Directors of Eagle Premium Finance Company, a Texas corporation ("Company"), hereby approve, consent to and adopt the following recitals and resolutions, and the actions therein authorized as the act of the Board of Directors:

WHEREAS, Unistar Financial Service Corp. ("Unistar"), owns all 1000 issued and outstanding shares of common stock, par value \$.01 per share, of the Company; and

WHEREAS, Unistar Florida Holdings, Inc. ("Unistar Florida") owns all 600 issued and outstanding shares of First Grampian Finance Corp., a Florida corporation ("First Grampian"); and

WHEREAS, pursuant to that certain Plan and Agreement of Merger dated June 18, 1999 ("Plan"), the Company desires to merge First Grampian with and into the Company, with the Company being the surviving corporation ("Merger");

WHEREAS, pursuant to the Plan, the parties thereto contemplate that upon the Effective Time of the Merger, as defined in the Plan, all issued and outstanding shares of First Grampian will be cancelled; and

WHEREAS, The Board of Directors of Unistar and Unistar Florida have consented to the Merger;

NOW, THEREFORE, BE IT

RESOLVED, that the Plan, the Merger contemplated therein, and all actions contemplated therein to effect the Merger of First Grampian with and into the Company, with the Company being the surviving corporation, is hereby in all respects approved, adopted, ratified and confirmed;

RESOLVED FURTHER, that as contemplated in the Plan, upon the Effective Time of the Merger, the cancellation of all issued and outstanding shares of First Grampian common stock, is hereby in all respects approved, adopted, ratified and confirmed;

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed, on behalf of the Company, to take such steps, to perform all such acts and things, and execute any and all agreements, documents or instruments which may by law or to them seem necessary, convenient or appropriate to effectuate and consummate the actions

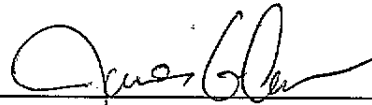
contemplated in the above resolutions, such necessity, convenience or appropriateness to be conclusively evidenced by the taking or performance of any of the foregoing steps, acts and things, and executions;

RESOLVED FURTHER, that any lawful acts of the officers of the Company heretofore taken in connection with the matters contemplated in the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts of the Company.

The foregoing resolutions were adopted in accordance with Article 9.10 B of the Texas Business Corporation Act, which authorizes action by unanimous consent without meeting. We direct that a copy of this Consent be placed in the minute book of the Company. We further direct that the merger be submitted to the sole shareholder for its approval. The Board of Directors recommends approval of the merger.

IN WITNESS WHEREOF the undersigned, being General Counsel and acting in compliance with the unanimous consent of the Board of Directors does hereby seal this document on 18 June, 1999.

Eagle Premium Finance Company



James G. Leach
As General Counsel for
The Board of Directors

First Grampian Finance Corp.
(a Florida corporation)

Consent of Board of Directors

Pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, the Directors of First Grampian Finance Corp., a Florida corporation ("Company"), hereby approve, consent to and adopt the following recitals and resolutions, and the actions therein authorized as the act of the Board of Directors:

WHEREAS, Unistar Florida Holdings, Inc. ("Unistar Florida"), a Florida corporation, owns all 600 issued and outstanding shares of the Company; and

WHEREAS, Unistar Financial Service Corp., a Delaware corporation, owns all 1000 issued and outstanding shares of Eagle Premium Finance Company, a Texas corporation; and

WHEREAS, pursuant to that certain Plan and Agreement of Merger dated June 18, 1999, ("Plan"), the Company desires to merge with and into Eagle Premium Finance Company, with Eagle Premium Finance Company being the surviving corporation ("Merger"); and

WHEREAS, the Boards of Directors of Unistar and Unistar Florida have consented to the merger; and

WHEREAS, pursuant to the Plan, the parties thereto contemplate that upon the Effective Time of the Merger, as defined in the Plan, all issued and outstanding shares of the Company will be cancelled.

NOW, THEREFORE, BE IT

RESOLVED, that the Plan, the Merger contemplated therein, and all actions contemplated therein to effect the Merger of the Company with and into Eagle Premium Finance Corp., with Eagle Premium Finance Corp. being the surviving corporation, is hereby in all respects approved, adopted, ratified and confirmed;

RESOLVED FURTHER, that as contemplated in the Plan, upon the Effective Time of the Merger, the cancellation of all issued and outstanding shares of the Company's capital stock, is hereby in all respects approved, adopted, ratified and confirmed;


RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed, on behalf of the Company, to take such steps, to perform all such acts and things, and execute any and all agreements, documents or instruments which may by law or to them seem necessary, convenient or appropriate to effectuate and consummate the actions contemplated in the above resolutions, such necessity convenience or appropriateness to be

conclusively evidenced by the taking or performance of any of the foregoing steps, acts and things, and executions;

RESOLVED FURTHER, that any lawful acts of the officers of the Company heretofore taken in connection with the matters contemplated in the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts of the Company.

The foregoing resolutions were adopted in accordance with section 607.0704, Florida statutes, which authorizes action by unanimous consent without meeting. I direct that a copy of this Consent be placed in the minute book of the Company. I further direct that the merger be submitted to the sole shareholder for its approval. The Board of Directors recommends approval of the Merger.

IN WITNESS WHEREOF the undersigned, being the sole member of the Company's Board of Directors, hereby consents to all of the foregoing this 18th day of June, 1999.



James G. Leach, Sole Director