

P94000063576

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000002484 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : HOLLAND & KNIGHT OF MIAMI
Account Number : 072203000603
Phone : (305) 374-8500
Fax Number : (305) 789-7799

99 FEB - 1 PM 1:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
CAPITAL FUNDING OF SOUTH FLORIDA, INC.

RECEIVED

99 FEB - 2 PM 12:54

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	5
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

(TUE) 2, 27 99 12:11/ST. 12:11/NO. 4200000452 P 1

2/2/99
DC

FROM

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMSE ACQUISITIONS, INC., a Florida corporation, P99000003592

INTO

CAPITAL FUNDING OF SOUTH FLORIDA, INC., a Florida corporation,
P94000063576

File date: February 1, 1999

Corporate Specialist: Darlene Connell

FROM:

(TUE) 2. 2'99 9:22/ST. 9:21/NO. 4200000433 P 1

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000002484 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : HOLLAND & KNIGHT OF MIAMI
Account Number : 072203000603
Phone : (305) 374-8500
Fax Number : (305) 789-7799

MERGER OR SHARE EXCHANGE

CAPITAL FUNDING OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	5
Estimated Charge	\$78.75

RECEIVED

99 FEB -2 10:04

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000002484 6))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : HOLLAND & KNIGHT OF MIAMI
Account Number : 072203000603
Phone : (305) 374-8500
Fax Number : (305) 789-7799

MERGER OR SHARE EXCHANGE
CAPITAL FUNDING OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	5
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 1999

CAPITAL FUNDING OF SOUTH FLORIDA, INC.
3162 SW MARTIN DOWNS
PARKWAY PLAZA
PALM CITY, FL 34990US

SUBJECT: CAPITAL FUNDING OF SOUTH FLORIDA, INC.
REF: P94000063576

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

The merging corporations' name shown on the signature page of the document is missing the comma after the word ACQUISITIONS. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000002484
Letter Number: 499A00004472

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FAX AUDIT NO.: H99000002484 6

ARTICLES OF MERGER
OF
AMSE ACQUISITIONS, INC.,
a Florida Corporation
INTO
CAPITAL FUNDING OF SOUTH FLORIDA, INC.,
a Florida Corporation

FILED
99 FEB - 1 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 of the Florida Business Corporation Act, the corporations herein named hereby adopt the following Articles of Merger.

ARTICLE I.

The names of the corporations which are parties to the merger (the "Merger") are Capital Funding of South Florida, Inc. ("Capital Funding"), a Florida corporation, and AMSE Acquisitions, Inc. ("AMSE Acquisitions"), a Florida corporation.

ARTICLE II.

The Plan of Merger attached hereto as Exhibit "A" has been approved and adopted by AMSE Acquisitions and Capital Funding, in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act, and is hereby made a part of these Articles of Merger.

THIS INSTRUMENT WAS PREPARED BY:

Teri Garcia, Esq.
Fla. Bar No.: 0836753
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

FAX AUDIT NO.: H99000002484 6

FAX AUDIT NO.: H99000002484 6

ARTICLE III.

The name of the surviving corporation is Capital Funding of South Florida, Inc.

ARTICLE IV.

The effective date of the Merger shall be the date on which the Articles of Merger are filed with the Secretary of State of Florida.

ARTICLE V.


The Plan of Merger was adopted by the unanimous written consent of the Board of Directors and sole shareholder of AMSE Acquisitions on January 29, 1999. The Plan of Merger was adopted by the unanimous written consent of the Board of Directors and shareholders of Capital Funding on January 28, 1999.

[Remainder of Page Intentionally Left Blank]

Fax Audit No.: H99000002484 6

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger this 29th day of January, 1999.

AMSE ACQUISITIONS, INC., a Florida
corporation

By: 
Name: Nelson A. Locke
Title: President

CAPITAL FUNDING OF SOUTH
FLORIDA, INC., a Florida corporation

By: 
Name: George M. Pollis
Title: Chairman of the Board and Secretary

M044-492225.1

3

Fax Audit No.: H99000002484 6

(TUE) 2. 2'99 12:12/ST. 12:11/NO. 4200000452 P 5

FROM

FAX AUDIT NO.: H99000002484 6

EXHIBIT A

PLAN OF MERGER
OF
AMSE ACQUISITIONS, INC.,
a Florida Corporation
INTO
CAPITAL FUNDING OF SOUTH FLORIDA, INC.,
a Florida Corporation

ARTICLE I
THE MERGER

As of the Effective Time, as determined in accordance with Article IV below, the separate existence of AMSE Acquisitions, Inc., a Florida corporation (the "Merging Corporation") shall cease and the Merging Corporation shall be merged (the "Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"), with and into Capital Funding of South Florida, Inc. (the "Surviving Corporation"). The Surviving Corporation shall retain the name "Capital Funding of South Florida, Inc." and shall continue to be incorporated under and governed by the laws of the State of Florida.

ARTICLE II
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall remain the Articles of Incorporation of the Surviving Corporation until further amended as provided by law. The Bylaws of the Merging Corporation in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation until further amended as provided by law.

ARTICLE III
DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation after the Effective Time shall be as follows:

FAX AUDIT NO.: H99000002484 6

FAX AUDIT NO.: H99000002484 6

Nelson A. Locke - Director, Chairman of the Board
and Chief Executive Officer
Thomas Sherman - Director
Elly Shea - Director
George M. Pollis - Director and President
Michael Pollis - Director and Executive Vice President

These directors and officers will hold office until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws in effect from time to time following the Merger.

ARTICLE IV **EFFECTIVE TIME**

This Plan of Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida (the "Effective Time"), at which time the organization and separate corporate existence of the Merging Corporation shall cease.

ARTICLE V **CONVERSION OF SHARES**

A. The Merging Corporation. At the Effective Time, each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any further action on the part of the holders thereof, be automatically converted into one share of common stock of the Surviving Corporation.

B. The Surviving Corporation. At the Effective Time, each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any further action on the part of the holders thereof, be automatically converted into the right to receive (i) 110.832 shares of common stock, par value \$.001 per share, of America's Senior Financial Services, Inc., a Florida corporation, and (ii) \$150.

ARTICLE VI **APPROVAL BY DIRECTORS AND SHAREHOLDERS**

The execution and delivery of this Plan of Merger, and the consummation of the Merger contemplated thereby, has been approved and adopted by the Board of Directors and the shareholders of each of the Merging Corporation and the Surviving Corporation.

MIA4-692365.1

FAX AUDIT NO.: H99000002484 6