

Division of Corporations

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# P95000026458

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)521-1030

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02 AUG -7 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

PRIME CAPITAL RESOURCES, INC.

RECEIVED  
02 AUG -7 PM 2:58  
DIVISION OF CORPORATIONS

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

Merger  
8/7/2002  
4

ARTICLES OF MERGER  
Merger Sheet

MERGING:

PRIME RATE SERVICES, INC., a Florida corporation, document number  
P02000020387

INTO

**PRIME CAPITAL RESOURCES, INC.**, a Florida entity, P95000026458.

File date: August 7, 2002

Corporate Specialist: Karen Gibson

FILED

2002-77691

02 AUG -7 PM 3:51

**ARTICLES OF MERGER  
OF  
PRIME RATE SERVICES, INC.  
AND**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PRIME CAPITAL RESOURCES, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Prime Rate Services, Inc., into PRIME CAPITAL RESOURCES, INC., as approved by the Board of Directors of the parent corporation on July 10, 2002.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on July 10, 2002.

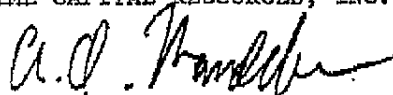
3. Shareholder approval was not required for the merger.

4. The merger shall be effective on filing.

Executed on July 10, 2002.

PRIME CAPITAL RESOURCES, INC.

By:



A. D. Mandelbaum, President

PRIME RATE SERVICES, INC.

By:



Carlos Fernandez, President

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**PLAN OF MERGER**

1. PRIME CAPITAL RESOURCES, INC., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Prime Rate Services, Inc., which is also a business corporation of the State of Florida, hereby merges Prime Rate Services, Inc., into PRIME CAPITAL RESOURCES, INC., pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Prime Rate Services, Inc., shall cease at the effective time and date of the merger, and PRIME CAPITAL RESOURCES, INC., shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Prime Rate Services, Inc., shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of PRIME CAPITAL RESOURCES, INC., are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed on July 10, 2002.

PRIME CAPITAL RESOURCES, INC.

By: A. D. Mandelbaum  
A. D. Mandelbaum, President

PRIME RATE SERVICES, INC.

By: Carlos Fernandez  
Carlos Fernandez, President

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