

P95000057404

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February 15, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

VIA FEDERAL EXPRESS

RE: Merger of E. Express Corporation Services, Inc. into
American Capital Mortgage Corp.

300005002353--7
-02/26/02--01005--009
*****78.75 *****78.75

Dear sir or Madame:

Enclosed please find the **original** and one copy of the Plan and Articles of Merger for the above referenced companies and our firms check in the amount of \$78.75 in payment of the filing fee of \$70.00 and the fee of \$8.75 for one copy of same. Please return a copy of the file stamped articles in the envelope I have enclosed for your convenience.

Thank you.

Very truly yours,


SUSAN D. LASKY, ESQUIRE

RECEIVED
02 FEB 18 PM 12:38
DIVISION OF CORPORATIONS
Enclosure
SDI/st

FILED
02 FEB 25 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spayne
2/26/02
merger

no fee

ARTICLES OF MERGER
Merger Sheet

MERGING:

E. EXPRESS CORPORATION SERVICES, INC., a Florida corp., P96000057886

INTO

AMERICAN CAPITAL MORTGAGE CORP., a Florida entity, P95000057404

File date: February 25, 2002

Corporate Specialist: Susan Payne

PLAN AND ARTICLES OF MERGER OF
AMERICAN CAPITAL MORTGAGE, CORP.

FILED
02 FEB 25 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the surviving corporation is:
American Capital Mortgage, Corp., a Florida corporation

Second: The name and jurisdiction of each merging corporation is:
E. Express Corporation Services, Inc., a Florida corporation

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.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on February 11, 2002.

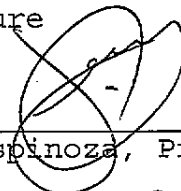
Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on February 11, 2002.

Seventh:

Name of Corporation

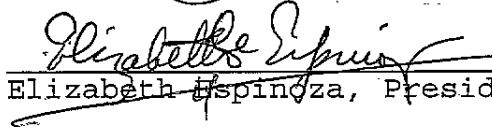
Signature

American Capital Mortgage,
Corp.



Jose Espinoza, President

E. Express
Corporation, Services Inc.



Elizabeth Espinoza, President

PLAN OF MERGER

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

First: The name and jurisdiction of the surviving corporation is:
American Capital Mortgage, Corp., a Florida corporation.

Second: The name and jurisdiction of the merging corporation is:
E. Express Corporation Services, Inc., a Florida corporation.

Third: The terms and conditions of the merger are as follows:
American Capital Mortgage, Corp. will continue its corporate existence under the laws of the State of Florida and succeed to all rights, privileges, immunities, franchises, property, debts due, liabilities, and obligations of E. Express Corporation Services, Inc. The name of the Surviving Corporation shall continue to be "American Capital Mortgage, Corp." unless and until changed in accordance with the requirements of the Act.

The Articles of Incorporation and Bylaws of American Capital Mortgage, Corp. shall continue to be the Articles and Bylaws of the surviving corporation without change unless and until thereafter amended as provided therein or by law.

The officers of American Capital Mortgage, Corp. shall continue to be the officers of the surviving corporation, each to hold office until their successors have been duly appointed in accordance with the Articles and Bylaws of the surviving corporation. The persons who are Directors of American Capital Mortgage, Inc. immediately prior to the Effective Date shall,

after the Effective Date, be the Directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

The issued and outstanding common stock of American Capital Mortgage, Corp. consist of 100 shares, \$1.00 par value per share.

On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, the shares of E. Express Corporation Services, Inc. shall be surrendered to American Capital Mortgage, Corp. in consideration for the transfer of assets of E. Express Corporation Services, Inc. to American Capital Mortgage, Corp. and its assumption of the liabilities and obligations of E. Express Corporation Services, Inc.

Elizabeth Espinoza -, the holder of all outstanding shares of E. Express Corporation Services, Inc. hereby waives any notice of this Merger otherwise required under Section 607.1101 of the Act.

AMERICAN CAPITAL MORTGAGE, CORP.

E. EXPRESS CORPORATION
SERVICES, INC.

By: 

Jose Espinoza, President

By: 

Elizabeth Espinoza, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, on this day personally appeared Jose Espinoza, known to me to be the person whose name

is subscribed to the foregoing Plan and Articles of Merger, and known to me to be the President of American Capital Mortgage, Corp., a Florida corporation, and Elizabeth Espinoza, President of E. Express Corporation Services, Inc., a Florida corporation who, having first been duly sworn, declared and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated, as the act and deed of E. Express Corporation Services, Inc., and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of February, 2002.


NOTARY PUBLIC

My commission expires:

