

P96000026848

JEFF E TURINO
Requestor's Name
6501 Ridgcrest Dr
Address
Port Richey FL 34668
City/State/Zip
Phone #
813-841-0056

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 600002313616--5
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2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) merger
4. _____ (Corporation Name) _____ (Document #)

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☐ Mail out ☒ Will wait ☐ Photocopy ☒ Certificate of Status 10/7/97

NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OCT -7 1997

Examiner's Initials

P96000026848

ARTICLES OF MERGER
Merger Sheet

MERGING:

PINNACLE BUSINESS MANAGEMENT, INC., a Florida corporation
P96000013144

INTO

FAST TITLE LOANS, INC., a Florida corporation, P96000026848

File date: October 7, 1997

Corporate Specialist: Annette Hogan

PLAN AND AGREEMENT OF MERGER
Between
Fast Title Loans, Inc.
And
Pinnacle Business Management Inc.

97 OCT -7 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger is made, and entered into, on the first day of January, by and between Fast Title Loans, Inc., a Florida Corporation, hereinafter referred to as the Surviving Corporation, and Pinnacle Business Management Inc., a Florida Corporation, hereinafter referred to as the Merged Corporation. Said Corporations are hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS the Surviving Corporation is organized and exists under the laws of the State of Florida, having filed its Certificate of Incorporation in the Office of the Secretary of State of the State of Florida, on March 21, 1996.

WHEREAS the total number of shares of stock which the Surviving Corporation has authority to issue is twenty million shares, of which 8,005,000 shares are now issued and outstanding; and

WHEREAS the Merged Corporation is organized and exists under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Florida on the 8th day of February, 1996,

WHEREAS the aggregate number of shares which the Merged Corporation has authority to issue is 5,000,000, of which 3,100,000 shares are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of the State of Florida, which permit such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their Boards of Directors, do hereby agree as follows:

ARTICLE I

The Surviving Corporation and the Merged Corporation shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Florida by the Merged Corporation merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective under the laws of the States of Florida (such time being referred to herein as the "EFFECTIVE DATE OF THE MERGER"): January 1, 1997.

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida.

2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claims, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of either Constituent Corporation, including those arising from the merger, and the Surviving Corporation authorizes the aforesaid Secretary of State to send such process to it by registered mail directed to its registered office at: 4604 49th Street North, St. Petersburg FL 33709.

5. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.

6. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.

7. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders; the said Articles of Incorporation are set forth in Exhibit A attached hereto and are made a part of this Plan and Agreement of Merger.

ARTICLE IV

The shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in the following manner:

1. Each share of each Constituent Corporation shall be converted into one fully paid and non-assessable share(s) of capital stock of the Surviving Corporation.

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

ARTICLE VI


If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

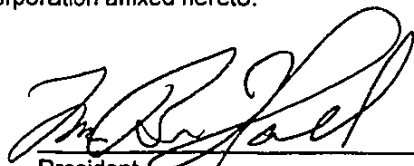
ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the Bylaws of each Constituent Corporation and with the laws of their State of incorporation, and upon (1) The approval by the shareholders of each Constituent Corporation, and (2) The subsequent execution, filing and recording of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations. This Plan and Agreement of Merger may be abandoned by (1) Either of the Constituent Corporations by the action of its Board of Directors if such action is taken before the Plan and Agreement of Merger has been approved by the shareholders of the Constituent Corporation whose Board seeks abandonment, or (2) The mutual consent of the Constituent Corporations if their respective Boards of Directors each adopt a resolution abandoning the Plan and Agreement of Merger before the effective date of the merger.

IN WITNESS WHEREOF, each Constituent Corporation acting by the authority set out in a resolution adopted by its Boards of Directors has directed this Plan and Agreement of Merger to be executed by the President and attested to by the Secretary of each Constituent Corporation, and to have the corporate seal of each Constituent Corporation affixed hereto.

Attest:


Secretary
Fast Title Loans, Inc.


President
Fast Title Loans, Inc.

I, Michael Bruce Hall, Secretary of Fast Title Loans, Inc., a Corporation organized and existing under the laws of the State of Florida certify, as such Secretary, and under the seal of the said Corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of Fast Title Loans, Inc., a Corporation of the State of Florida, was duly submitted to the shareholders of Fast Title Loans, Inc., at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other Corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Agreement of Merger, that shares of stock of said Corporation were on said date issued and outstanding and that the holders of Fast Title Loans, Inc. shares voted by ballot in favor of said Agreement of Merger and the holders of shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the shareholders of said Fast Title Loans, Inc., and the duly adopted agreement of said Corporation.

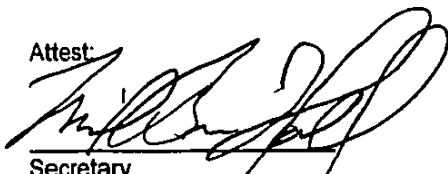
WITNESS my hand and seal of said Fast Title Loans, Inc. on this first day of January, 1997.



Secretary
Fast Title Loans, Inc.

Seal:

Attest:



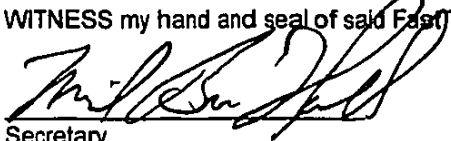
Secretary
Pinnacle Business Management Inc.



President
Pinnacle Business Management Inc.

I, Michael Bruce Hall, Secretary of Pinnacle Business Management Inc., a Corporation organized and existing under the laws of the State of Florida certify, as such Secretary, and under the seal of the said Corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of Pinnacle Business Management Inc., a Corporation of the State of Florida, was duly submitted to the shareholders of Pinnacle Business Management Inc., Inc., at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other Corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Agreement of Merger, that shares of stock of said Corporation were on said date issued and outstanding and that the holders of Pinnacle Business Management Inc. shares voted by ballot in favor of said Agreement of Merger and the holders of shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the shareholders of said Pinnacle Business Management Inc., Inc., and the duly adopted agreement of said Corporation.

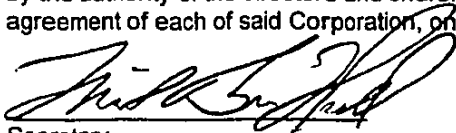
WITNESS my hand and seal of said Fast Title Loans, Inc. on this first day of January, 1997.



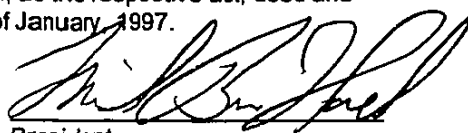
Secretary
Pinnacle Business Management Inc.

Seal:

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto, and having been adopted separately by the shareholders of each corporate party thereto, in accordance with the provisions of the laws of the State of Florida, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, is now hereby executed under the corporate seals of the respective Corporations, by the authority of the directors and shareholders thereof, as the respective act, deed and agreement of each of said Corporation, on the first day of January, 1997.



Secretary
Fast Title Loans, Inc.

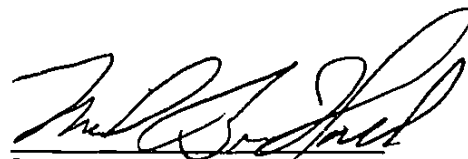


President
Fast Title Loans, Inc.

Seal:



Secretary
Pinnacle Business Management Inc.



President
Pinnacle Business Management Inc.