

P96000068525



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 253874 4302312

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1997

ORDER TIME : 9:0 AM

ORDER NO. : 253874-005

CUSTOMER NO: 4302312

1000002002321 ---E

CUSTOMER: Ms. Penelope Drakatos
Stroock & Stroock & Lavan
180 Maden Lane

New York, NY 10005

ARTICLES OF MERGER

FIDELITY MORTGAGE ASSOCIATES,
INC.

INTO

DF ACQUISITION CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 AM 10:45

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *Sp*

merger Sp

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIDELITY MORTGAGE ASSOCIATES, INC., #P96000068525
,

INTO

DF ACQUISITION CORP., a Delaware corporation not qualified in Florida.

File date: February 10, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

CSC

TALLAHASSEE, FL

SUBJECT: FIDELITY MORTGAGE ASSOCIATES, INC.
Ref. Number: P96000068525

We have received your document for FIDELITY MORTGAGE ASSOCIATES, INC. 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:

Please complete the date of adoption.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 497A00007013



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 11, 1997

CSC

TALLAHASSEE, FL

SUBJECT: FIDELITY MORTGAGE ASSOCIATES, INC.
Ref. Number: P96000068525

RESUBMIT
Please give original
submission date as file date.

We have received your document for FIDELITY MORTGAGE ASSOCIATES, INC. 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:

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please accept our apology for failing to mention this in our previous letter.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 897A00007208

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 AM 10:45

ARTICLES OF MERGER
OF
FIDELITY MORTGAGE ASSOCIATES, INC.
INTO
DF ACQUISITION CORP.

Pursuant to Florida Statute 607.1105, the undersigned Corporations adopt the following Articles of Merger for the purpose of merging them into one of such Corporations.

The following plan of merger was approved by the Shareholders and/or Board of Directors of the undersigned Corporations as follows:

Fidelity Mortgage Associates, Inc., a Florida corporation ("Company"), shall be merged with and into DF Acquisition Corp. ("DAC"), a Delaware corporation, and the separate existence of Fidelity shall thereupon cease. DAC shall be the surviving Corporation in the merger and shall continue to be governed under the laws of the State of Delaware and the name of the surviving Corporation shall be changed to "Fidelity Mortgage (Florida), Inc.". Without limiting the generality of the foregoing, and subject thereto, at the effective time of the merger (a) the surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Company and DAC, (b) all obligations belonging to or due each of the Company and DAC shall be vested in, and shall become the obligations of, the surviving Corporation without further act or deed, (c) title to any real estate or any interest invested in the Company or DAC shall not revert or in any way be impaired by reason of the merger, (d) all rights of creditors and all liens upon any property of the Company or DAC shall be preserved unimpaired, and (e) the surviving Corporation shall be liable for all of the obligations of the Company and DAC as may be prosecuted to the judgment with right of appeal, as if the merger had not taken place.

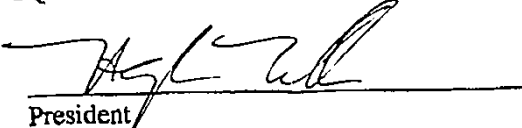
The merger shall become effective on the date which the Articles of Merger are filed with the Department of State pursuant to Fla. stat. Section 607.1105(b).

plan of merger was adopted by the Shareholders and Board of Directors on 2.3.97,
1997.

FIDELITY MORTGAGE ASSOCIATES, INC.

By: 
Its: President
Douglas Irvine

DF ACQUISITION CORP.

By: 
Its: President
Hugh Miller

subsidiaries, to beneficially own, or receive any payments in respect of, any capital stock of the Company or the Surviving Corporation.

Section 4.2. Surrender of Company Common Stock. As promptly as practicable after the Effective Date, each Stockholder shall surrender the certificates which represented their interest in the Company prior to the Effective Date, and shall be entitled upon such surrender to receive in exchange therefor legended certificates representing the number of shares of Delta Common Stock into which the Company Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted as set forth in Section 4.1 hereof. Until so surrendered and exchanged, each certificate theretofore representing outstanding Company Common Stock shall be deemed for all purposes (corporate or otherwise) to represent solely the right to receive Delta Common Stock as herein provided and shall not be considered to represent shares of capital stock of Delta or the Surviving Corporation.

Section 4.3. No Modification of Delta Securities. Each share of Delta Common Stock issued and outstanding at the Effective Time shall remain issued and outstanding thereupon and shall not be converted or the terms thereof modified in the Merger.

Section 4.4. Closing. The closing (the "Closing") of the transactions contemplated by this Agreement shall take place at the offices of Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038, on February __, 1997, or at such other time and place as Delta, DAC, the Stockholders and the Company shall mutually agree (the date on which the Closing occurs being the "Closing Date").

ARTICLE V.

REPRESENTATIONS AND WARRANTIES OF THE COMPANY AND THE STOCKHOLDERS

The Company and each of the Stockholders severally represents and warrants to Delta that the statements contained in this Article V are correct and complete as of the date of this Agreement and will be correct and complete as of the Closing Date. The Disclosure Schedule will be arranged in paragraphs corresponding to the lettered and numbered paragraphs contained in this Article V.

Section 5.1. Organization, Qualification and Corporate Power. The Company is a corporation duly organized, validly existing, and in good standing under the laws of the jurisdiction of its incorporation. The Company is duly authorized to conduct business and is in good standing under the laws of each jurisdiction in which the character of the property owned or leased by it and the nature of the business conducted by it require such qualification, except where the failure to be so qualified would not have a Company Material Adverse Effect. The