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P96000074050

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Oak Tree Receivables, Inc.
merging into:

Oak Tree Acquisition, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc filing |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
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| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
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EFFECTIVE DATE

7-30-97

FILED
JUL 31 1997
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

**ARTICLES OF MERGER
OF
OAK TREE RECEIVABLES, INC.
INTO
OAK TREE ACQUISITION, INC.**

FILED
97 JUL 30 PM 2:10
SECRETARY OF STATE
TALLAHASSEE
EFFECTIVE DATE
7-31-97

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
OAK TREE RECEIVABLES, INC.	Florida
OAK TREE ACQUISITION, INC.	Arkansas

SECOND: The Laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with the applicable provisions of Section 607.1105 F.S.

FOURTH: The plan of merger is as follows:

(1) OAK TREE RECEIVABLES, INC., a Florida corporation ("OTR"), will merge with and into OAK TREE ACQUISITION, INC., an Arkansas corporation ("OTI" and "Surviving Corporation"). Both entities are owned by MB Holding Corp., a Nevada corporation.

(2) OTR shall be merged with and into OTI and the separate corporate existence of OTR shall thereupon cease (the "Merger"). OTI shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Arkansas, and all of the rights, privileges, powers, immunities, purposes and franchises of OTR shall be vested in the Surviving Corporation. The Merger shall have the effects specified in Section 4-27-1106 of the Arkansas 1987 Business Corporation Act and Section 1106 of the Florida Business Corporation Act.

The Articles of Incorporation and Bylaws of OTI shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

The persons who are the officers and directors of OTI immediately prior to the merger shall be and become the officers and directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their

earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

(3) Each share of Common Stock, par value \$0.01 per share, of OTI issued and outstanding immediately prior to the Merger shall continue to be an issued and outstanding share and shall continue to evidence ownership of the same number of shares of Common Stock of the Surviving Corporation.

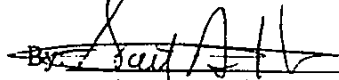
As a result of the Merger, all OTR Common Stock shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any shares of OTR Common Stock shall thereafter cease to have any rights with respect to such shares of Common Stock.

FIFTH: The effective date of the certificate of merger shall be 4:00 p.m., Little Rock Arkansas time, on the 31st day of July, 1997.

SIXTH: The plan of merger was adopted by the Board of Directors of Surviving Corporation on the 28th day of July, 1997, and was adopted by the shareholders of OTR on the 28th day of July, 1997.

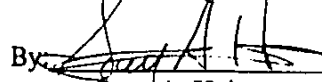
Signed this 28th day of July, 1997.

OAK TREE RECEIVABLES, INC.

By: 

Scott A. Haire
President

OAK TREE ACQUISITION, INC.

By: 

Scott A. Haire
President

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ARTICLES OF MERGER
Merger Sheet

MERGING:

OAK TREE RECEIVABLES, INC., a Florida corporation, document number
P96000074050

INTO

OAK TREE ACQUISITION, INC., an Arkansas corporation not qualified in
Florida.

File date: July 30, 1997, effective July 31, 1997

Corporate Specialist: Karen Gibson