

# P96000086945

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Acquisition Specialists International, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 10/22/96     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

FILED  
96 OCT 22 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<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

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 22 1996

Examiner's Initials M

ARTICLES OF INCORPORATION  
OF  
ACQUISITION SPECIALISTS INTERNATIONAL, INC.

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:  
ACQUISITION SPECIALISTS INTERNATIONAL, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

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FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 301 N.E. 167th Street, Suite 300, in the City of North Miami Beach, County of Dade, State of Florida 33162 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SIXTH: The number of directors constituting the initial Board of Directors is two (2); and the name and address of the initial Board of Directors, to serve until the first annual meeting of shareholders, or until the successors are elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or



ACCEPTANCE AS REGISTERED AGENT

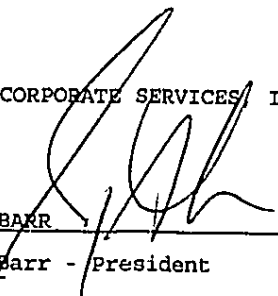
OF

ACQUISITION SPECIALISTS INTERNATIONAL, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: October 21, 1996

UNITED CORPORATE SERVICES, INC.

  
RAY A. BARR

Ray A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300  
North Miami Beach, Florida 33162

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(Requestor's Name)

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(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

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\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 31 PM 12:44

FILED

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

1. Acquisition Specialists, Inc. mto P96 00000 3016  
(Corporation Name) (Document #)
2. Acquisition Specialists, International Inc. (ASI), Inc.  
(Corporation Name) (Document #) P96 0000 86945
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 10/31     Certified Copy
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<input checked="" type="checkbox"/>	Merger

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

Per phone call.  
Delete (ASI, Inc)  
from name.

N. HENDRICKS NOV - 1 1996

DIVISION OF CORPORATION

96 OCT 31 AM 11:12

RECORDED

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ACQUISITION SPECIALISTS, INC., A DELAWARE CORPORATION,  
F96000003016.

INTO

ACQUISITION SPECIALISTS INTERNATIONAL, INC., a Florida corporation,  
P96000086945

File date: October 31, 1996

Corporate Specialist: Nancy Hendricks



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 28, 1996

Capitol Services  
1406 Hays Street  
Tallahassee, FL 32301

SUBJECT: ACQUISITION SPECIALISTS, INC.  
Ref. Number: F96000003016

We have received your document for ACQUISITION SPECIALISTS, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 496A00040624



ARTICLES OF MERGER  
OF  
ACQUISITION SPECIALISTS, INC.  
INTO  
ACQUISITION SPECIALISTS, INTERNATIONAL, INC.  
Pursuant to Section 607.1107 of the  
Florida Business Corporation Act

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TALLAHASSEE, FLORIDA

The undersigned, being the President and the Secretary of Acquisition Specialists International, Inc. and the undersigned, being the President and Secretary of Acquisition Specialists, Inc., hereby certify:

FIRST: The name of the Non-Surviving corporation is Acquisition Specialists, Inc.; said corporation was incorporated under the laws of the State of Delaware.

SECOND: The name of the Surviving corporation is Acquisition Specialists International, Inc. said corporation was incorporated under the laws of the State of Florida.

THIRD: The laws of the State of Florida permit the merger and is in compliance herewith.

FOURTH: The Plan of Merger is as follows: Shares of Acquisition Specialists, Inc., a Delaware corporation located in New York, are merged into Acquisition Specialists International, Inc. of Miami, FL. The prior corporation will be dissolved and legal title to assets and liabilities of the Delaware corporation will be assigned to the newly formed Florida corporation. All stock in the Delaware corporation will be retired upon consummation of the consolidation.

FIFTH: (a) The date on which the shareholders of the surviving corporation adopted the Plan of Merger pursuant to the Florida General Corporation act is the 22<sup>nd</sup> day of October, 1996.

(b) The date on which the shareholders of the Non-Surviving corporation adopted the Plan of Merger pursuant to the Florida General Corporation Act is the 22<sup>nd</sup> day of October, 1996.

IN WITNESS WHEREOF, we hereto sign this certificate this 22nd day of October, 1998.

Acquisition Specialists International, Inc.

  
Lois L. Evans, President

  
Erin H. Brennan, Secretary

Acquisition Specialists, Inc.

  
Lois L. Evans, President

  
Erin H. Brennan, Secretary