

P96000/00689

**CSO networks**

PRESTON HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 186634 4340059

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pjute*

ORDER DATE : December 12, 1996

ORDER TIME : 3:29 PM

ORDER NO. : 186634-010

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant  
KELLEY DRYE & WARREN, LLP  
2400 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131-2399

*File Second!!  
File Second!!*

100002028261--1

DOMESTIC FILING

NAME: ACI COLLECTIONS, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

95 DEC 12 PM 4:09

RECEIVED

*12-13-96*

ARTICLES OF INCORPORATION  
OF  
ACI COLLECTIONS, INC.

FILED  
96 DEC 12 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

ACI COLLECTIONS, INC.  
1415 E. Sunrise Blvd., Suite 404  
Ft. Lauderdale, Florida 33304

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Kolley Drye & Warren LLP  
201 South Biscayne Blvd., Suite 2400  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Samuel C. Ullman

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Jonas Zagarinsky	1415 E. Sunrise Blvd., Suite 404 Ft. Lauderdale, Florida 33304
Lynn Zagarinsky	1415 E. Sunrise Blvd., Suite 404 Ft. Lauderdale, Florida 33304

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Samuel C. Ullman	c/o Kelley Drye & Warren LLP 201 South Biscayne Blvd., Suite 2400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 11th day of December, 1996.




Samuel C. Ullman, Incorporator


DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

FILED  
96 DEC 12 PM 4:32  
SECRET  
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ACI COLLECTIONS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Kelley Drye & Warren LLP, 201 South Biscayne Blvd., Suite 2400, Miami, Florida 33131, has named Samuel C. Ullman, located thoreat as its registered agent to accept service of process within this state.

By:   
Samuel C. Ullman  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
Samuel C. Ullman  
Registered Agent

P96000100689

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ACI COLLECTIONS, INC., a New York corporation, not qualified in Florida

INTO

**ACI COLLECTIONS, INC.,** a Florida corporation, P96000100689

File date: December 19, 1996, effective December 31, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-9171

000-342-8086

P96000100689



ACCOUNT NO. : 072100000032

REFERENCE : 186634 4340059

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : December 12, 1996

ORDER TIME : 3:24 PM

ORDER NO. : 186634-015

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant  
Kelley Drye & Warren, LLP  
2400 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131-2399

500002034455--7

EFFECTIVE DATE

*12-31-96*

ARTICLES OF MERGER

ACI COLLECTIONS, INC.

INTO

ACI COLLECTIONS, INC.

FILED  
96 DEC 19 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 DEC 19 PM 4:39

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX        CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:       

*Morgan*  
*DFC*  
*12/20*

FILED

96 DEC 19 PM 4:12

Articles of Merger

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of

ACI Collections, Inc., a New York Corporation

into

ACI Collections, Inc., a Florida Corporation

EFFECTIVE DATE

12-31-96

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

**SECOND:** The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is ACI Collections, Inc. The jurisdiction of its incorporation is Florida, and the date of its incorporation therein is 12/12/96.

No Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York; and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

**THIRD:** The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is ACI Collections, Inc. and the name under which it was formed is Alliance Collections, Inc. The date upon which its certificate of incorporation was filed by the Department of State is June 16th, 1981.

**FOURTH:** As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:



ACI Collections, Inc., a New York corporation has 200 authorized shares of one class of common stock with no par value, of which one hundred shares are issued and outstanding.

ACI Collections, Inc., a Florida corporation has 10,000 authorized shares of one class of common stock having a par value of \$0.01 per share, of which one hundred shares are issued and outstanding

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of each constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

EIGHT: The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The address to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

1415 E. Sunrise Boulevard  
Suite 404  
Ft. Lauderdale, FL 33304

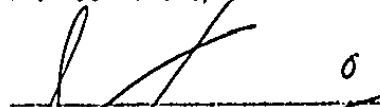
TENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 31st day of December, 1996.

IN WITNESS WHEREOF, We have subscribed this document on the date set opposite each of our names below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct. each corporation.

Date:

12/10/96, 1996.

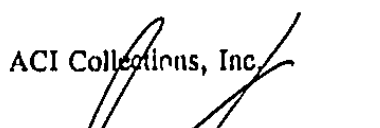
ACI Collections, Inc.

  
Jonas Zagarskiy, Shareholder

  
Lynn Zagarskiy, Shareholder

Constituting the holders of all of the outstanding shares entitled to vote of ACI Collections, Inc., a Florida corporation, on the merger of the corporation.

ACI Collections, Inc.

  
Jonas Zagarskiy, Shareholder

  
Lynn Zagarskiy, Shareholder

Constituting the holder(s) of all of the outstanding shares entitled to vote of ACI Collections, Inc., a New York corporation, on the merger of the corporation.

PLAN OF MERGER

PLAN OF MERGER adopted on November 22, 1996 by ACI Collections, Inc., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on November 22, 1996 by ACI Collections, Inc., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. The participating corporations, ACI Collections, Inc., a New York corporation and ACI Collections, Inc., a Florida corporation shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, ACI Collections, Inc., a Florida corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of ACI Collections, Inc., a New York corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

The name under which the terminating corporation was formed is Alliance Collections, Inc.

2. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

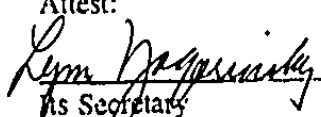
7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

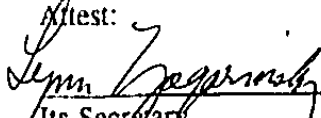
8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The effective date of the merger herein provided for shall be 12/6/1996.

11. Notwithstanding the adoption of the Plan of Merger by the shareholders entitled to vote of the terminating corporation and the authorization of the merger upon behalf of the surviving corporation in the manner prescribed by the laws of the jurisdiction of its incorporation, the Plan of Merger may be abandoned at any time prior to the filing of a Certificate of Merger of the corporations by the Department of State of the State of New York in the event that

Attest:  
  
Its Secretary

Attest:  
  
Its Secretary

ACI Collections, Inc., a New York corporation

By:  6  
Jonas Zagarinsky, President

ACI Collections, Inc., a Florida corporation

By:  6  
Jonas Zagarinsky, President