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PAGE 1/3

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FLORIDA DIVISION OF CORPORATIONS
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NAME: IFFC ACQUISITION, INC.

AUDIT NUMBER.....H97000011833

DOC TYPE.....MERGER OR SHARE EXCHANGE

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merger

JUL 28 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

LITIGATION FUNDING, INC., a Florida corporation, P96000001421

INTO

IFFC ACQUISITION, INC., a Florida corporation, P97000059465

File date: July 28, 1997

Corporate Specialist: Thelma Lewis

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**ARTICLES OF MERGER
OF**

LITIGATION FUNDING, INC.

Into

**IFFC ACQUISITION, INC.,
a Florida corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger.

FIRST: The plan of merger is as follows:

1. **Merger.** LITIGATION FUNDING, INC. ("Funding") shall be merged with and into IFFC Acquisition, Inc., a Florida corporation. ("Acquisition Sub"), (Funding and Acquisition Sub collectively referred to herein as the "Constituent Corporations") (the "Merger"), and Acquisition Sub shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Acquisition Sub shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Funding, except insofar as it may be continued by operation of law, shall be terminated and cease.

Prepared By:

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4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Acquisition Sub issued and outstanding immediately prior thereto shall remain outstanding and be all of the issued and outstanding shares of capital stock of the Surviving Corporation and (ii) all of the shares of Funding shall be converted into the right to receive the consideration set forth in Section 2.7 of the Merger Agreement between International Fast Food Corporation, a Florida corporation, Acquisition Sub, Funding and Mitchell and Edda Rubinson.

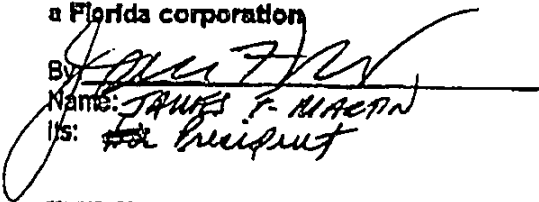
SECOND: The Effective Date of the merger is July 14, 1997.

THIRD: The plan of merger was adopted by the shareholders of Acquisition Sub, a corporation, on the 9th day of July, 1997, and was adopted by the shareholders of Funding, a Florida corporation, on the 9th day of July, 1997.

6. **Directors.** The Directors of the Surviving Corporation shall be Mitchell Rubinson and James F. Martin.

Signed this 18 day of July, 1997.

IFFC ACQUISITION, INC.,
a Florida corporation

By: 
Name: JAMES F. MARTIN
Its: President

LITIGATION FUNDING, INC.,
a Florida corporation

By: 
Name: Mitchell Rubinson
Its: President

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