

P97000085512



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 026977 85036A

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 113.75

ORDER DATE : November 10, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 026977-005

CUSTOMER NO: 85036A

000002684520--6

CUSTOMER: Robert A. Forlizzo, Esq  
Forlizzo & Neal  
Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 33762

EFFECTIVE DATE  
11-15-98

ARTICLES OF MERGER

RECEIVED  
98 NOV 10 PM 12:07  
DIVISION OF CORPORATION

JUDGMENT PROCUREMENT  
CORPORATION  
JUDGMENT ACQUISITION CORP.  
INTO  
JUDGMENT RESOLUTION CORP.

FILED  
98 NOV 10 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

See 11/10

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JUDEMENT ACQUISITION CORP., a Florida corporation, P95000091061

JUDGMENT PROCUREMENT CORPORATION, a Florida corporation,  
P96000042155

INTO

**JUDGMENT RESOLUTION CORP.**, a Florida corporation, P97000085512

File date: November 10, 1998, effective November 15, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 113.75

EFFECTIVE DATE  
11-15-98


FILED  
98 NOV 10 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

JUDGMENT PROCUREMENT CORPORATION, JUDGEMENT ACQUISITION CORP. and JUDGMENT RESOLUTION CORP., all Florida corporations, hereby execute these Articles of Merger and state:

1. The Agreement of Merger and Plan of Reorganization is attached hereto as Exhibit "A" (hereinafter referred to as "Plan").
2. The Effective Date of the Merger is November 15, 1998.
3. JUDGMENT PROCUREMENT CORPORATION has one thousand (1000) shares entitled to vote on the Plan, JUDGEMENT ACQUISITION CORP. has fifty (50) shares entitled to vote on the Plan and JUDGMENT RESOLUTION CORP. has one hundred (100) shares entitled to vote on the Plan.
4. The Shareholders of JUDGMENT PROCUREMENT CORPORATION, JUDGEMENT ACQUISITION CORP. and JUDGMENT RESOLUTION CORP. unanimously approved the Merger on October ~~26~~<sup>15</sup> 1998.
5. The surviving corporation shall be JUDGMENT RESOLUTION CORP., a Florida corporation.

JUDGMENT PROCUREMENT CORPORATION,  
a Florida corporation

By:   
RONALD L. BOGART, President

JUDGEMENT ACQUISITION CORP., a Florida  
corporation


By:   
RONALD J. BOGART, President

JUDGMENT RESOLUTION CORP., a Florida  
corporation

By:   
RONALD J. BOGART, President

Province  
STATE OF ONTARIO CANADA  
COUNTY OF YORK

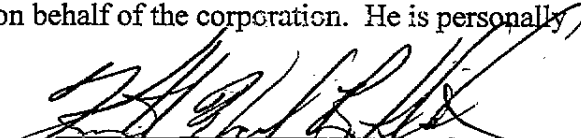
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of NOVEMBER, 1998, by RONALD J. BOGART, as President of JUDGMENT PROCUREMENT CORPORATION, a Florida corporation, on behalf of the corporation. He is personally known to me.

  
Printed Name: KENNETH LLOYD BOUSFIELD  
Notary Public

My Commission Expires: DOES NOT EXPIRE

Province  
STATE OF ONTARIO CANADA  
COUNTY OF YORK

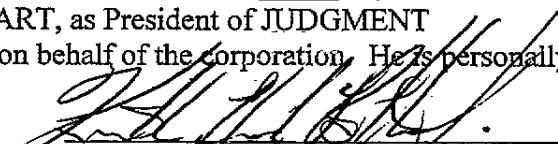
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of NOVEMBER, 1998, by RONALD J. BOGART, as President of JUDGMENT ACQUISITION CORP., a Florida corporation, on behalf of the corporation. He is personally known to me.

  
Printed Name: KENNETH LLOYD BOUSFIELD  
Notary Public

My Commission Expires: DOES NOT EXPIRE

Province  
STATE OF ONTARIO CANADA  
COUNTY OF YORK

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of NOVEMBER, 1998, by RONALD J. BOGART, as President of JUDGMENT RESOLUTION CORP., a Florida corporation, on behalf of the corporation. He is personally known to me.

  
Printed Name: KENNETH LLOYD BOUSFIELD  
Notary Public

My Commission Expires: DOES NOT EXPIRE

EXHIBIT "A"

**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION**

  
**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION** (the "Plan") dated October ~~28~~<sup>29</sup> 1998, by and among JUDGMENT PROCUREMENT CORPORATION ("Procurement"), JUDGMENT ACQUISITION CORP., ("Acquisition") and JUDGMENT RESOLUTION CORP. ("Resolution"), all Florida corporations.

**WITNESSETH:**

**WHEREAS**, the Boards of Directors of Procurement, Acquisition and Resolution (collectively, the "Corporations") have resolved that the Corporations be merged pursuant to the Florida Business Corporation Act ("Florida Act") into a single corporation existing under the laws of the State of Florida, to wit, Resolution, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

**WHEREAS**, the authorized capital stock of Procurement consists of 10,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter referred to as "Procurement Common Stock"), of which 1,000 shares are issued and outstanding; and

**WHEREAS**, the authorized capital stock of Acquisition consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter referred to as "Acquisition Common Stock"), of which 50 shares are issued and outstanding; and

**WHEREAS**, the authorized capital stock of Resolution consists of 1,000 shares of Common Stock with a par value of \$.01 per share (hereinafter referred to as "Acquisition Common Stock"), of which 100 shares are issued and outstanding; and

**WHEREAS**, the respective Boards of Directors of the Corporations have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

**NOW, THEREFORE**, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Act that the Corporations shall be, at the Effective Date (as hereinafter defined), merged (hereinafter referred to as "Merger") into a single corporation existing under the laws of the State of Florida, to wit: Resolution, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. **Stockholders' Meetings; Filings; Effects of Merger:**

- a. Action by Cedarwood Acquisition Corporation as Sole Stockholder of the Corporation. On or before October 28, 1998, Cedarwood Acquisition Corporation ("Cedarwood"), as the sole Stockholder of Procurement, Acquisition and Resolution, shall adopt this Agreement in accordance with the Florida Act.
- b. Filing Articles of Merger; Effective Date. (1) If this Agreement has been adopted by Cedarwood as the sole Stockholder of Procurement, Acquisition and Resolution, in accordance with the Florida Act; and (2) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate and Articles of Merger shall be filed and recorded in accordance with the Florida Act. The Merger shall become effective at 12:01 a.m. on November 15, 1998, which date and time are herein referred to as the "Effective Date."
- c. Certain Effects of Merger. On the Effective Date, the separate existence of Procurement and Acquisition shall cease, and they shall be merged into Resolution which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Procurement and Acquisition, and all and singular, the rights, privileges, powers and franchises of Procurement and Acquisition, and all property, real, personal, and mixed, and all debts due to Procurement and Acquisition on whatever account, as well for stock subscriptions and all other things in action or belonging to Procurement and Acquisition, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Procurement and Acquisition, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in Procurement and Acquisition, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Procurement and Acquisition shall be preserved unimpaired, and all debts, liabilities, and duties of Procurement and Acquisition shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Procurement and Acquisition or the corresponding officers of the Surviving Corporation may, in the name of Procurement and Acquisition, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving

Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all Procurement and Acquisition's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. **Name of Surviving Corporation; Certificate of Incorporation; By-Laws:**

- a. **Name of Surviving Corporation.** The name of the Surviving Corporation shall remain JUDGMENT RESOLUTION CORP.
- b. **Certificate of Incorporation.** The Certificate of Incorporation of Resolution as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.
- c. **By-Laws.** The By-Laws of Resolution, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. **Status and Conversion of Securities:** The manner and basis of converting the shares of the capital stock of Procurement and Acquisition and the nature and amount of securities of Resolution which the holders of shares of Procurement and Acquisition Common Stock are to receive in exchange for such shares are as follows:

- a. **Procurement and Acquisition Common Stock.** Each one share of Procurement and Acquisition Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Resolution Common Stock, and outstanding certificates representing shares of Resolution Common Stock shall thereafter represent shares of Resolution Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.


4. **Miscellaneous:**

- a. This Plan may be terminated and the proposed merger abandoned at any time before the Effective Date of the merger, and whether before or after approval of this Plan by the Shareholders of the Corporations, if the Board of Directors of any of the Corporations duly adopt a resolution abandoning this Plan.

- b. For the convenience of the parties hereto and to facilitate the filing of this Plan, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

**IN WITNESS WHEREOF**, this Agreement has been executed by Procurement, Acquisition and Resolution all on the date first above written.

JUDGMENT PROCUREMENT CORPORATION

By:   
RONALD J. BOGART, President

JUDGEMENT ACQUISITION CORP.

By:   
RONALD J. BOGART, President

JUDGMENT RESOLUTION CORP.

By:   
RONALD J. BOGART, President