

# CT CORPORATION SYSTEM

P98000003526

CORPORATION(S) NAME

ExecFaciliator.com, Inc. merging into:

Amerishield Collection Services, Inc.

FILED  
2001 JUL 17 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Profit  
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal  
☐ Reinstatement

☐ Mark

☐ Limited Partnership  
☐ LLC

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of RA  
☐ UCC

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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01 JUL 7 AM 11:58  
DIVISION OF CORPORATION

Name

7/17/01

Order#: 4663154

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Document

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W.P. Verifier \_\_\_\_\_

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-07/17/01--01077-012

Ref#:

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

COULLIETTE JUL 17 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

EXECFACILITATOR.COM, INC., a Florida corporation, P00000019137

INTO

AMERISHIELD COLLECTION SERVICES, INC., a Florida entity,  
P98000003526.

File date: July 17, 2001

Corporate Specialist: Cheryl Coulliette

## **ARTICLES OF MERGER**

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**FIRST:** The name and jurisdiction of the surviving corporation are: Amerishield Collection Services, Inc. which is a Florida profit corporation.

**SECOND:** The name and jurisdiction of the merging corporation are: ExecFacilitator.com, Inc. which is Florida profit corporation.

**THIRD:** The Plan of Merger is attached to these articles of merger.

**FOURTH:** The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of the Merger by the surviving corporation was made pursuant to unanimously adopted resolutions of both the stockholders and directors of Amerishield Collection Services, Inc.. at a properly convened joint meeting of the shareholders and directors of such corporation, with a quorum of both the stockholders and directors present, that was held on July 5, 2001 pursuant to proper notice to all of the stockholders and directors of Amerishield Collection Services, Inc..

**SIXTH:** Adoption of the Merger by the merging corporation was made pursuant to unanimously adopted resolutions of both the stockholders and directors of ExecFacilitator.com, Inc. at a properly convened joint meeting of the stockholders and directors of such corporation, with a quorum of both the stockholders and directors present, that was held on July 5, 2001 pursuant to proper notice to all of the stockholders and directors of ExecFacilitator.com, Inc.

**SEVENTH:** Signatures of the parties to the Merger are made on this the 5<sup>th</sup> day of July, 2001 by the duly authorized representatives of Amerishield Collection Services, Inc., the surviving corporation and ExecFacilitator.com, Inc., the merging corporation.

### **Surviving Corporation:**

By: Lora Jorgensen  
Lora Jorgensen, Vice President

By: Lora Jorgensen  
Lora Jorgensen, Secretary

### **Merging Corporation:**

By: Sarah L. Schultz  
Sarah L. Schultz, President

By: Lora Jorgensen  
Lora Jorgensen, Secretary


## **PLAN OF MERGER**

*The following plan of merger is submitted in compliance with section 607.1104, F.S.*

1. Amerishield Collection Services, Inc., a Florida for profit corporation (the "Surviving Corporation") has agreed to merge with its wholly-owned subsidiary, ExecFacilitator.com, Inc., a Florida for profit corporation (the "Merging Corporation"). The Merging Corporation has only common share authorized and issued.
2. The shares of the Merging Corporation shall be exchanged for no consideration. The Surviving Corporation shall succeed to the direct ownership of all the Merging Corporation's assets, properties and rights, subject to all indebtedness, liabilities and obligations of the Merging Corporation.
3. The board of directors of the Surviving Corporation, immediately prior to the effective date of the Merger shall remain the board of the directors of Surviving Corporation, immediately following the effective date of the Merger.
4. The Articles of Incorporation and Code of Regulations of the Surviving Corporation immediately prior to the effective date of the Merger shall remain the Articles of Incorporation and Code of Regulations of Surviving Corporation, immediately following the effective date of the Merger.
5. The adoption of the Merger and this Plan of Merger shall be adopted pursuant to joint action of the stockholders and directors of both the Surviving Corporation and the Merging Corporation in accordance with applicable law.

### **Surviving Corporation**

By:   
Lora Jorgensen, Vice President

By:   
Lora Jorgensen, Secretary

### **Merging Corporation**

By:   
Sarah L. Schultz, President

By:   
Lora Jorgensen, Secretary

**Minutes of the Joint Meeting of the Stockholders  
And Directors of  
Amerishield Collection Services, Inc.**

**July 5, 2001**

The joint meeting of the Sole Stockholder of Amerishield Collection Services, Inc., a Florida corporation (the "Company") and the Sole Director of the Company was called to order at 9:00 a.m., on July 5, 2001 by the Company's sole director, Sarah L. Schultz at the Company's offices. Ms. Schultz advised that all of the directors and shareholders of the Company were present.

**Plan of Merger**

**Resolved**, that the form, terms, conditions and provisions of the Plan of Merger (the "Agreement"), by and between the Company and ExecFacilitator.com, Inc. ("EXF") which is fully incorporated herein by this reference and made a part hereof as if set forth herein (a copy of which has been presented to and reviewed by the stockholder and director) providing for the merger of EXF, the wholly owned subsidiary of the Company, with and into the Company (the "Merger"), pursuant to which the stockholders of EXF shall receive no consideration as the Company is the sole stockholder of the EXF, shall be and the same hereby is, adopted;

**Approval of Merger**

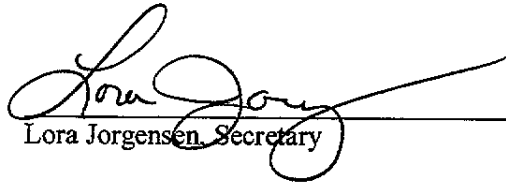
**Further Resolved**, that the Merger shall be and the same hereby is, approved and adopted;

**Further, Resolved**, that the officer of the Company, and each of them, shall be, and they hereby are, authorized to execute, to deliver, and to file with the Department of State of the State of Florida and any other governmental agency with which applicable law requires such execution, delivery and filing, the Articles of Merger evidencing the adoption and approval of the Merger and the Agreement by the Stockholder and the Director.

**Filing Actions**

**Further Resolved**, that this writing be filed with the records of the Company.

In Witness Whereof, the undersigned have each executed these actions effective as of the date first above written.

  
Lora Jorgensen, Secretary