

*Louis C. Anderson*  
ATTORNEY AT LAW

P98000037892

May 1, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900002510289--9  
-05/05/98-01013--004  
\*\*\*\*140.00 \*\*\*\*140.00

*Re: Merger of Credit Bureau Services, Inc. and CBS Acquisition Corp.*

Dear Sir:

I am enclosing the original and one copy of the Articles of Merger for the above merger and the attached plan of merger, along with this firm's check for \$140.00 representing payment of the filing fees for all of the corporations involved in this merger. Please send a return acknowledgment of filing and a true copy of the filed Articles of Merger to this office. Thank you.

Sincerely,

*Catherine Ouellette*

CATHERINE A. OUELLETTE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY -5 PM 12:56

APPROVED  
AND  
FILED

According to my conversation with your office, we were to pay fees for each corporation involved in the merger although we only have one company merging into another company. If we only need to pay for the two companies please send a refund check to "Louis C. Anderson, Esq." at the above address. Thank you.

S  
APD

5-5-98  
888

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CREDIT BUREAU SERVICES, INC., a Florida corporation, 452817

INTO

CBS ACQUISITION CORP. which changed its name to

**CREDIT BUREAU SERVICES, INC.**, a Florida corporation, P98000037892.

File date: May 5, 1998

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER OF  
CREDIT BUREAU SERVICES, INC.,  
a Florida Corporation  
INTO  
CBS ACQUISITION CORP.  
a Florida Corporation**

The undersigned, duly authorized officers of Credit Bureau Services, Inc., a corporation organized under the laws of the State of Florida, and CBS Acquisition Corp., a corporation organized under the laws of the State of Florida, are the parties to the merger of Credit Bureau Services, Inc., with and into CBS Acquisition Corp. (the "Merger"), pursuant to Section 607.1105 of the Florida Business Corporation Act, and hereby execute the following Articles of Merger:

A.  
Names of Corporations

The names of the corporations which are parties to the Merger are Credit Bureau Services, Inc., a corporation organized under the laws of the State of Florida ("CBS"), and CBS Acquisition Corp., a corporation organized under the laws of the State of Florida ("CAC"). CAC shall be the surviving corporation of the Merger.

B.  
Plan of Merger and Changes to the Articles of Incorporation of the Surviving Corporation

The Merger shall be effected in accordance with the provisions of the Plan of Merger attached hereto as Exhibit "A" and by this reference incorporated herein ("Plan of Merger"). In connection therewith, Article 1 of the Articles of Incorporation of CAC, the surviving corporation, shall be and hereby is amended as follows:

"The name of the Corporation is Credit Bureau Services, Inc."

C.  
Adoption of Plan of Merger

1. The Plan of Merger was adopted by the Board of Directors and the shareholders of CBS on April 30, 1998.
2. The Plan of Merger was adopted by the Board of Directors of CAC on April 30, 1998. No shareholder approval was required.
3. The Plan of Merger attached hereto as Exhibit "A" sets forth the manner in which the exchange or classification or cancellation of issued shares shall be effected.

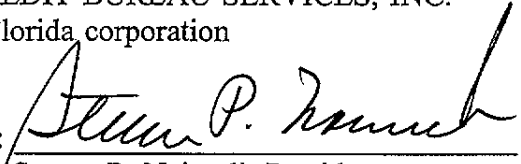
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY - 5 PM 12:56

APPROVED  
AND  
FILED

In WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by its duly authorized officers as of the 30th day of April, 1998.

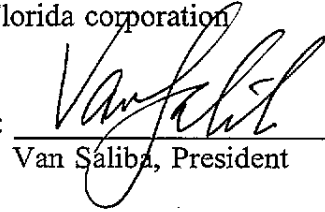
CREDIT BUREAU SERVICES, INC.  
a Florida corporation

By:

  
Steven P. Naimoli, President

CBS ACQUISITION CORP.,  
a Florida corporation

By:

  
Van Saliba, President

**EXHIBIT A**

**PLAN OF MERGER  
of  
CREDIT BUREAU SERVICES, INC.,  
a Florida Corporation  
INTO  
CBS ACQUISITION CORP.  
a Florida Corporation**

This Plan of Merger is made and entered into as of this 30th day of April, 1998 (the "Plan of Merger"), by and between Credit Bureau Services, Inc., a Florida corporation ("CBS") and CBS Acquisition Corp., a Florida corporation ("CAC") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"):

**ARTICLE ONE  
NAMES OF MERGING CORPORATIONS**

The names of the corporations proposed to be merged are Credit Bureau Services, Inc., a Florida corporation and CBS Acquisition Corp., a Florida corporation. The name of the corporation whose shares of common stock will be issued in connection with the Merger is Triangle Imaging Group, Inc., a corporation organized under the laws of the State of Florida ("Triangle").

**ARTICLE TWO  
SURVIVING CORPORATION**

CBS shall merge with and into CAC, and CAC shall be the surviving corporation of the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the corporate existence of CBS shall cease.

**ARTICLE THREE  
EFFECTIVE DATE**

This Merger shall be effective as of the date of filing (hereinafter referred to as the "Effective Date") of the Articles of Merger with the Department of State of the State of Florida pursuant to Section 607.0123 of the Florida Business Corporation Act, as amended (the "Florida Act").

## **ARTICLE FOUR TERMS AND CONDITIONS**

4.01 Articles of Incorporation. The Articles of Incorporation of CAC as they exist as of the date of filing of the Articles of Merger shall be and remain the Articles of Incorporation of the Surviving Corporation upon effectiveness of the Merger except as provided in Article Six below, until subsequent to the Effective Date thereof such Articles of Incorporation shall be altered, amended or repealed as therein provided.

4.02 Directors and Officers. The duly elected directors and officers of CAC serving in their respective offices on the Effective Date shall be and remain the directors and officers of the Surviving Corporation, and such directors and officers shall continue to serve in their respective offices until their successors have been duly elected and qualified.

4.03 Effect of Merger. Upon the Effective Date, the separate existence of CBS shall cease, and all its properties, rights, liabilities, obligations, guarantees, privileges and franchises, of whatever nature and description, including every devise or bequest which CBS would have been capable of taking, and including subscriptions for shares and other choses in action, shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed. Notwithstanding this provision, confirmatory deeds, assignments and other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property right, privilege or franchise, may at any time, or from time to time, be made and delivered in the name of CBS as appropriate, by the officers of the Surviving Corporation; the Surviving Corporation shall be liable for all the debts and obligations, including tax liabilities, of CBS and any claim existing or any action or proceeding pending by or against CBS may be prosecuted to judgment or decree as if such Merger had not taken place, or the Surviving Corporation, upon motion of such corporation or any party, may be substituted as a party in place of the corporation so merged, and such judgment or decree against the corporation so merged shall be constituted a lien upon the property of the Surviving Corporation. The Merger, however, shall not impair in any way the rights of creditors or liens upon the property of any corporation that is a party to this Merger.

4.04 Filing of Articles of Merger. The acts and things required to be done by the Florida Act, in order to make this Plan of Merger effective, including the filing of the Articles of Merger in the manner prescribed for in the Florida Act, shall be attended to by the proper officers of the parties hereto as soon as practicable.

## **ARTICLE FIVE MANNER AND BASIS OF CONVERTING SHARES**

5.01 Effect on Stock of CBS. On the Effective Date of the Merger, the sole shareholder of CBS (the "Shareholder") shall surrender the certificates for his shares in CBS to the elected officers of the Surviving Corporation for the exchange and cancellation of such shares on the books of CBS, and all of the issued and outstanding shares of CBS shall be canceled and of no

effect. In exchange for such shares of capital stock of CBS, the Shareholder shall receive, as merger consideration, shares of Common Stock of Triangle as follows in accordance with the terms and conditions set forth in that certain Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated of even date herewith, by and among CBS, the Shareholder, Triangle, QuickCREDIT Corp. and CAC.

5.02 Merger Consideration. The merger consideration shall be: (i) a cash payment of Fifty Thousand and no/100s Dollars (\$50,000) to be delivered at Closing or, if later, upon the surrender of the applicable CBS Common Stock; (ii) a cash payment of Twenty-Five Thousand and no/100s Dollars (\$25,000) to be delivered on or before the date which is the later of the 180th day immediately following the Closing Date or upon the surrender of the applicable CBS Common Stock; (iii) a cash payment of Twenty-Five Thousand and no/100s Dollars (\$25,000) to be delivered on or before the date which is the later of the 270th day immediately following the Closing Date or upon the surrender of the applicable CBS Common Stock; and (iv) Two Hundred Forty-Five Thousand (245,000) shares of Triangle Common Stock to be delivered by Triangle (or its transfer agent) as soon as is practicable following the date of the surrender of the applicable CBS Common Stock, 50,000 shares of which shall be delivered to Louis C. Anderson, Esquire, as escrow agent, to be held in escrow pursuant to Section 9.5 of the Merger Agreement.

5.03 Effect on Stock of CAC. The Merger will have no effect on validly issued shares of CAC outstanding immediately prior to the Effective Date, and certificates representing such shares will continue after the Effective Date to represent the same number of shares of stock of CAC. No shares of CAC shall be issued in respect of the canceled shares of CBS.

## **ARTICLE SIX CHANGES TO ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as the Articles of Incorporation of the Surviving Corporation as they exist as of the date of filing of the Articles of Merger except that Article 1 thereof shall be amended in its entirety as follows:

"The name of the Corporation is Credit Bureau Services, Inc."

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the date and year first above written.

CREDIT BUREAU SERVICES, INC.,  
a Florida corporation

By: 

Steven P. Naimoli, President

CBS ACQUISITION CORP.,  
a Florida corporation

By: 

Van Saliba, President