

P98000043571

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98 MAY 27 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
E-MAIL ADDRESS:
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May 26, 1998

VIA FEDERAL EXPRESS

Attn: Ms. Dana Calloway
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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RE: FCB Acquisition Corp. and Florida Credit Bureau

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Merger and Plan of Merger among **Florida Credit Bureau, Inc.** and **FCB Acquisition Corp.** Also enclosed is a check in the amount of \$140.00 made payable to the Florida Secretary of State for the filing fees, certified copies of the articles and the status certificate. Please fax to me the evidence of the merger once it is completed to: Laura Cantrell, fax number: 404-685-6990. I have also enclosed a prepaid Federal Express envelope for you to send me the (i) certified copies of the Articles of Merger and (ii) Certificate of Status.

Please call me as soon as possible if there are any problems with this filing.

Please do not hesitate to contact me at (404) 815-3690, if you have any questions or need additional information. Thank you for your assistance with this matter.

Sincerely,

SMITH, GAMBRELL & RUSSELL, LLP

Laura D. Cantrell

Laura D. Cantrell
Paralegal

VS JUN 5 1998

cc: Peter B. Barlow

mengen & N/C

*Note:
No Fed. Exp. Envelope
or invoice was enclosed.
LL*

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA CREDIT BUREAU, INC., a Florida corporation, M69735

INTO

**FCB ACQUISITION CORP., which changed its name to FLORIDA CREDIT
BUREAU, INC., a Florida corporation, P98000043571**

File date: May 27, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF
FLORIDA CREDIT BUREAU, INC.,
a Florida Corporation
INTO
FCB ACQUISITION CORP.
a Florida Corporation**

FILED
98 MAY 27 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, duly authorized officers of Florida Credit Bureau, Inc., a corporation organized under the laws of the State of Florida, and FCB Acquisition Corp., a corporation organized under the laws of the State of Florida, are the parties to the merger of Florida Credit Bureau, Inc., with and into FCB 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 Florida Credit Bureau, Inc., a corporation organized under the laws of the State of Florida ("FCB"), and FCB Acquisition Corp., a corporation organized under the laws of the State of Florida ("FAC"). FAC shall be the surviving corporation of the Merger.

B.

Plan of Merger and Changes to the Articles of Incorporation of the Survivor

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 FAC, the surviving corporation, shall be and hereby is amended as follows:

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

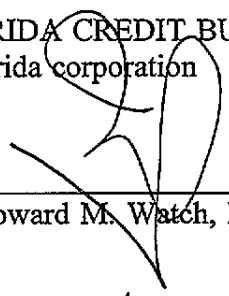
C.

Adoption of Plan of Merger

1. The Plan of Merger was adopted by the Board of Directors and the shareholders of FCB on May 22, 1998.
2. The Plan of Merger was adopted by the Board of Directors of FAC on May 22, 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.

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 22nd day of May, 1998.

FLORIDA CREDIT BUREAU, INC.
a Florida corporation

By: 
Howard M. Watch, President

FCB ACQUISITION CORP.,
a Florida corporation

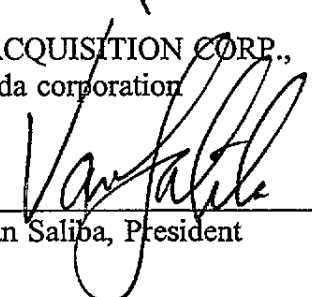
By: 
Van Saliba, President

EXHIBIT A

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

This Plan of Merger is made and entered into as of this 22nd day of May, 1998 (the "Plan of Merger"), by and between Florida Credit Bureau, Inc., a Florida corporation ("FCB") and FCB Acquisition Corp., a Florida corporation ("FAC") (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 Florida Credit Bureau, Inc., a Florida corporation and FCB 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**

FCB shall merge with and into FAC, and FAC shall be the surviving corporation of the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the corporate existence of FCB 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 FAC 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 FAC 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 FCB shall cease, and all its properties, rights, liabilities, obligations, guarantees, privileges and franchises, of whatever nature and description, including every devise or bequest which FCB 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 FCB 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 FCB and any claim existing or any action or proceeding pending by or against FCB 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 FCB. On the Effective Date of the Merger, the sole shareholder of FCB (the "Shareholder") shall surrender the certificates for his shares in FCB to the elected officers of the Surviving Corporation for the exchange and cancellation of such shares on the books of FCB, and all of the issued and outstanding shares of FCB shall be canceled and of no

effect. In exchange for such shares of capital stock of FCB, 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 FCB, the Shareholder, Triangle, QuickCREDIT Corp. and FAC.

5.02 Merger Consideration. The merger consideration shall be: (i) a cash payment of Seventy-Five Thousand and no/100s Dollars (\$75,000) to be delivered at Closing or, if later, upon the surrender of the applicable FCB Common Stock; (ii) a cash payment of Thirty-Seven Thousand Five Hundred and no/100s Dollars (\$37,500) 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 FCB Common Stock; (iii) a cash payment of Thirty-Seven Thousand Five Hundred and no/100s Dollars (\$37,500) 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 FCB Common Stock; and (iv) Fifty Thousand (50,000) 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 FCB Common Stock, 20,000 shares of which shall be delivered to Lawrence Katz, Esquire, as escrow agent, to be held in escrow pursuant to Section 9.5 of the Merger Agreement.

5.03 Effect on Stock of FAC. The Merger will have no effect on validly issued shares of FAC 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 FAC. No shares of FAC shall be issued in respect of the canceled shares of FCB.

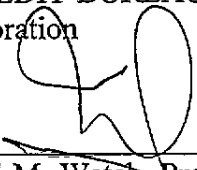
ARTICLE SIX CHANGES TO ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

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:

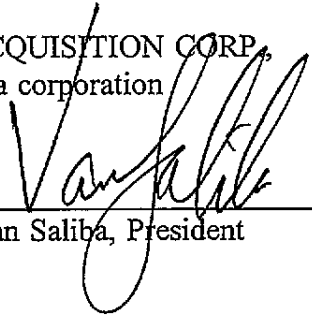
"The name of the Corporation is Florida Credit Bureau, Inc."

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.

FLORIDA CREDIT BUREAU, INC.,
a Florida corporation

By: 
Howard M. Watch, President

FCB ACQUISITION CORP.,
a Florida corporation

By: 
Van Saliba, President