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BERNARD A. SINGER, P.A. → F D

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NO. 045

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Division of Corporations

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P 98000098635

Florida Department of State

Division of Corporations

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From:

Account Name : BERNARD A. SINGER, P.A.

Account Number : 070242003143

Phone : (954)985-8600

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MERGER OR SHARE EXCHANGE

AMERICAN DEBT CONSOLIDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Merger w/ Name Change

10/3/01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERICAN DEBT CONSOLIDATION & CREDIT SERVICES, INC., a Florida
corporation, P99000003534

INTO

AMERICAN DEBT CONSOLIDATION, INC. which changed its name to
AMERICAN LEASING CORPORATION OF SOUTH FLORIDA, a Florida entity,
P98000098635.

File date: October 31, 2001

Corporate Specialist: Darlene Connell

Fax Audit # H01000111207 6

**ARTICLES OF MERGER
OF
AMERICAN DEBT CONSOLIDATION & CREDIT SERVICES, INC.
INTO
AMERICAN DEBT CONSOLIDATION, INC.**

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Articles of Merger between **AMERICAN DEBT CONSOLIDATION, INC.**, a Florida corporation ("ADC") which is the surviving corporation, and **AMERICAN DEBT CONSOLIDATION & CREDIT SERVICES, INC.**, a Florida corporation ("ADCCS") which is the merging corporation.

Pursuant to Section 607.1105, of the Florida Business Corporation Act (the "Act"), ADCCS and ADC adopt the following Articles of Merger:

1. The Plan and Agreement of Merger dated October 22, 2001 (the "Plan of Merger") between ADC and ADCCS was approved and adopted by the unanimous consent of the Shareholders and Directors of ADC on October 22, 2001 and was approved and adopted by the unanimous consent of the Shareholders and Directors of ADCCS on October 22, 2001.
2. Pursuant to the Plan of Merger, all issued outstanding shares of the capital stock of ADCCS will be acquired by means of a merger of ADCCS into ADC with ADC being the surviving corporation.
3. The Plan of Merger is attached as Exhibit "A" and made a part hereof.
4. The Articles of Incorporation of ADC are amended as set forth in paragraph 8 of such Plan of Merger to change the name of ADC to American Leasing Corporation of South Florida.
5. Pursuant to Section 607.1105 of the Act, these Articles of Merger shall be effective the date of filing same with the Florida Secretary of State.

This document was prepared by:
Bernard A. Singer, Esquire
4825-A Sheridan Street
Hollywood, Florida 33021
(954) 985-8800
Florida Bar# 240761

10/31/01 11:35 BERNARD A. SINGER, P.A. → F D S
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IN WITNESS WHEREOF, the parties have executed these Articles of Merger this
22nd day of October, 2001.

Witnesses:

AMERICAN DEBT CONSOLIDATION &
CREDIT SERVICES, INC., a Florida
corporation

By: Susan DeBretsky
SUSAN DEBRETSKY, President

(as to all parties)

AMERICAN DEBT CONSOLIDATION,
INC., a Florida corporation

By: Susan DeBretsky
SUSAN DEBRETSKY, President

Witnessed American Debt Consolidation, Inc. Articles of Merger

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PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT, made this 22nd day of October, 2001, by and between **AMERICAN DEBT CONSOLIDATION, INC.**, a Florida corporation, ("ADC") and **AMERICAN DEBT CONSOLIDATION & CREDIT SERVICES, INC.**, a Florida corporation ("ADCCS").

RECITALS:

WHEREAS, ADC is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, ADCCS is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Boards of Directors of ADC and ADCCS deem it desirable and in the respective best interests of ADC and ADCCS and their respective shareholders that ADCCS be merged into ADC, with ADC being the surviving corporation; and

WHEREAS, the Boards of Directors of ADC and ADCCS deem it essential that a definitive Plan and Agreement of Merger be formally adopted and approved.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the constituent corporations to this Agreement do hereby agree to the following terms and conditions of this Plan and Agreement of Merger.

1. **Surviving Corporation.** ADCCS shall be merged into ADC and the corporate existence of ADCCS shall cease and the corporate existence of ADC shall continue, and ADC shall become the owner, without other transfer, of all the rights and property of ADCCS and, likewise, ADC shall become subject to all the debts and liabilities of ADCCS in the same manner as if ADC had itself incurred them.

2. **Principal Office.** The principal office of ADC is and shall remain located at 3350 Northwest 53rd Street, #103, Fort Lauderdale, Florida 33309.

3. **Objects and Purposes.** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving corporation

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following the merger are the general business and affairs associated with the operation and maintenance of the surviving corporation.

4. **Articles of Incorporation.** The purposes, the registered agent, the address of the registered office and number of directors of the surviving corporation shall be as appears in the Articles of Incorporation of ADC as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the Articles of Incorporation of ADC are hereby incorporated into this Agreement. From and after the effective date of this merger and until further amended, altered or restated as provided by law, the Articles of Incorporation of ADC separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

5. **By-Laws.** The present By-Laws of ADC shall remain the By-Laws of the surviving corporation following this merger and shall not be altered, amended nor repealed by reason of such merger.

6. **Names and Addresses of Directors.** The names and addresses of the persons who shall constitute the Board of Directors of ADC upon the effective date of the merger shall be as follows:

NAME

ADDRESS

Susan Debretsky

3350 Northwest 53rd Street, #103
Fort Lauderdale, Florida 33309.

7. **Conversion of Shares.** The manner and basis of converting and exchanging the shares of ADC shall be as follows:

a. On the effective date of merger, each share of common stock, one (\$1.00) dollar par value of ADCCS (the "ADCCS Stock"), issued and outstanding immediately before the effective date, by virtue of this merger and without any action on the part of the holders of the shares of ADCCS Stock, shall be converted into and exchanged for one (1) share of common stock, one (\$1.00) dollar par value of ADC (the "ADC Stock"). Fractional shares shall be issued to the nearest tenth of a share.

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b. Each issued and outstanding share of the ADC Stock shall continue as one (1) share of common stock, one (\$1.00) dollar par value of the surviving corporation. If the outstanding shares of ADC Stock at any time between the date of this Agreement and the effective date of the merger shall be changed or exchanged by declaration of a stock dividend, split up, combination of shares, merger or consolidation, the number and kind of shares into which the ADCCS Stock is to be converted shall be appropriately and equitably adjusted.

c. As soon as practicable after the effective date of this merger, ADC shall issue and deliver, in accordance with this Paragraph 7, to the shareholders of ADCCS, certificates for the number of shares of ADC Stock to which they shall have become entitled under this Agreement. After the effective date of the merger, the ADCCS shareholders may surrender their certificate or certificates previously representing ADCCS Stock to ADC and thereafter shall be entitled to receive in exchange a certificate or certificates representing the number of shares of ADC Stock into which those shares of ADCCS Stock previously represented by the certificate or certificates so surrendered shall have been converted as above stated. Until so surrendered, each outstanding certificate that, before the effective date of the merger, represented shares of ADCCS Stock shall be deemed for all corporate purposes to evidence ownership of the respective shares of ADC Stock into which they shall have been converted.

8. Amendment to Articles of Incorporation. Upon filing of the Articles of Merger with the Secretary of State, Article 1 of the Articles of Incorporation of ADC shall be amended to read as follows:

"ARTICLE 1 - NAME

The name of the corporation is AMERICAN LEASING CORPORATION OF SOUTH FLORIDA".

9. Effective Date. The effective date of this Plan of Merger shall be the date of filing of the Articles of Merger with the Secretary of State.

10. Abandonment of Merger. Anything to the contrary herein notwithstanding, the Board of Directors of either constituent corporation may abandon this Plan of Merger by

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mutual consent, and thereupon, this Plan and Agreement of Merger shall be void and of no effect.

11. **Amendment and Modification.** Subject to applicable law, this Agreement may be amended, modified and supplemented by mutual consent of the respective Boards of Directors of the constituent corporations any time prior to the effective date of the merger contemplated herein.

12. **Assignment.** This Agreement is not assignable without the prior written consent of the other party.

13. **Governing Law.** This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.

14. **Construction.** The parties agree and acknowledge that each party has reviewed and revised this Agreement and that the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting parties shall not be employed in the interpretation of this Agreement or any amendment or exhibit thereto.

15. **Headings.** The headings of the sections herein are inserted for convenience only and shall not constitute a part hereof.

16. **Entire Agreement.** This Agreement, including any documents referred to herein, contains the entire understanding of the parties hereto in respect of the subject matter contained herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to such subject matter.

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands and seals as of the day and year first above written.

Witnesses:

AMERICAN DEBT CONSOLIDATION & CREDIT SERVICES, INC., a Florida corporation

X By: Susan Debretsky
SUSAN DEBRETsky, President

(as to all parties)

AMERICAN DEBT CONSOLIDATION, INC., a Florida corporation

X By: Susan Debretsky
SUSAN DEBRETsky, President

Witnesses: American Debt Consolidation, Inc. Merger Documents/Plan of Merger

This document was prepared by:
Bernard A. Singer, Esquire
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Florida Bar# 240761

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