

CCRS
103 N. MEADIAN STREET, TALLAHASSEE, FLORIDA 32301
TALLAHASSEE, FLORIDA 32301
222-1173

P98000105157

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS
DATE: 6-6-00
REF. #: 0204. 12044 *merger*
CORP. NAME: Global Investment Recovery Services, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
00 JUN -6 PM 3:49
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

STATE FEES PREPAID WITH CHECK# 4080 FOR \$ 78.75
AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: _____
COST LIMIT: \$ _____

RECEIVED
00 JUN -6 AM 10:49
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

PLEASE RETURN:
☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

000003277990-1-2
-06/06/00--01050--016
*****78.75 *****78.75

Examiner's Initials _____
ASR 6/6/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLOBAL FINANCIAL INVESTIGATION, INC., a Florida corp. P99000093574

INTO

GLOBAL INVESTMENT RECOVERY SERVICES, INC., a Florida entity,
P98000105157

File date: June 6, 2000

Corporate Specialist: Annette Ramsey

PLAN AND ARTICLES OF MERGER

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TALLAHASSEE
SECRETARY OF STATE

THIS AGREEMENT is made and entered into this 31st day of May, 2000, by and between GLOBAL INVESTMENT RECOVERY SERVICES, INC., a Florida corporation ("GIRS") and GLOBAL FINANCIAL INVESTIGATION, INC., a Florida corporation ("GFI"), and constitutes the PLAN AND ARTICLES OF MERGER for such corporations. GIRS and GFI are sometimes collectively referred to in this Agreement as the "Constituent Corporations" or are referred to individually as a "Constituent Corporation."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations and their respective stockholders that GFI be merged with and into GIRS and that GIRS merge GFI with and into itself, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, GIRS, by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on December 18, 1998, has an authorized capitalization of 1,000,000 shares of common stock, par value \$.01 per share; and 40,000 shares of preferred stock, par value \$.01 per share; and

WHEREAS, GFI, by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on October 25, 1999, has an authorized capitalization of 1,000,000 shares of common stock, par value \$.01 per share.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that GFI merge with and into GIRS and that GIRS merge GFI with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan and Articles of Merger:

1. GFI shall be, and it hereby is, merged with and into GIRS, and GIRS shall, and it hereby does, merge GFI with and into itself. GIRS shall be the surviving corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida, which state shall be its domicile.

2. In connection with the merger, the existing Articles of Incorporation of GIRS, without amendment, are to be the Articles of Incorporation of the Surviving Corporation.

3. The manner and the basis of converting the outstanding shares of capital stock of each of the Constituent Corporations into the capital stock of the Surviving Corporation in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

a. Upon the effectiveness of the merger, each issued and outstanding share of the capital stock of GFI shall by virtue of the merger and without further action on the part of the holder thereof be converted into two-ninths ($2/9$) of a share of the capital stock of the Surviving Corporation.

b. Upon the effectiveness of the merger, each issued and outstanding share of the capital stock of GIRS shall by virtue of the merger and without further action on the part of the holder thereof continue to be one share of the capital stock of the Surviving Corporation.

c. No fractional share or shares of the capital stock of the Surviving Corporation, and no certificate or certificates or scrip therefor, will be issued in connection with the merger. No holder of a fractional share interest or interests will be entitled to voting, dividend or any other rights as a stockholder with respect to such fractional interest or interests. In the event the calculation of the aggregate number of shares deliverable to and for the account of any former holder of the capital stock of a Constituent Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares shall be increased to the next higher full share if such fraction is one half or more and shall be reduced to the next smaller full share if such fraction is less than one half.

d. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of GFI shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole shares of the securities of the Surviving Corporation into which such shares of the capital stock of GFI shall have been converted pursuant to this Article.

4. The terms and conditions of the merger are as follows:

a. Until altered, amended, changed or repealed, the Articles of Incorporation of GIRS shall be the Articles of Incorporation of the Surviving Corporation in the merger.

b. Until altered, amended or repealed as provided therein, the bylaws of GIRS in effect on the effective date of the merger shall be the bylaws of the Surviving Corporation.

c. Until altered by the directors or stockholders, as the case may be, of the Surviving Corporation, the officers and directors of GIRS shall continue to serve

as the officers and directors of the Surviving Corporation. Such officers and directors shall hold their respective offices until their respective successors shall have been elected and qualified, unless they earlier die, resign or are removed.

d. The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

e. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

f. This Agreement and the merger contemplated by it were approved and adopted by resolutions of the Boards of Directors of the Constituent Corporations by the unanimous written consent of all directors of such corporations on February 1, 2000.

g. After approval by the Boards of Directors of the Constituent Corporations, this Agreement and the merger contemplated by it were duly approved by the written consent of all the stockholders of GFI on February 1, 2000.

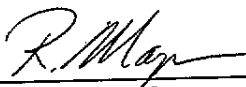
h. After approval by the Boards of Directors of the Constituent Corporations, this Agreement and the merger contemplated by it were duly approved by the written consent of the stockholders of GIRS on May 31, 2000.

i. Immediately upon the approval of this Agreement by the Department of State of the State of Florida, and the payment of all fees and taxes required by the laws of the State of Florida, the merger shall be effective.


j. In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed in accordance with the laws of the State of Florida.

GLOBAL INVESTMENT RECOVERY
SERVICES, INC.

By: 
Robert A. Magnan, President

GLOBAL FINANCIAL INVESTIGATION, INC.

By: 
Robert A. Magnan, President

global/docs/plan and aom