

**CORPORATE
ACCESS,
INC.**

510938

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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FILING

Merger

1.) Florida Financial Assistance Specialists
(CORPORATE NAME & DOCUMENT #) into

2.) Receiva, Inc.
(CORPORATE NAME & DOCUMENT #)

400003077964--5
-12/22/99--01055--007
*****70.00 *****70.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
01-01-00

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

G. COULLETTE DEC 22 1999

SPECIAL INSTRUCTIONS

RECEIVED
99 DEC 22 AM 11:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA FINANCIAL ASSISTANCE SPECIALISTS, INC., a Florida corporation,
S10938

INTO

RECEIVIA, INC., a Georgia corporation not qualified in Florida.

File date: December 22, 1999, effective January 1, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

RECEIVIA, INC.

AND

FLORIDA FINANCIAL ASSISTANCE SPECIALISTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging First Financial Assistance Specialists, Inc. with and into Receivia, Inc.

SECOND: The merger of ~~Florida~~ Financial Assistance Specialists, Inc. with and into Receivia, Inc. is permitted by the laws of the jurisdiction of organization of Florida Financial and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Florida Financial was December 3, 1999.

THIRD: The Board of Directors of Receivia, Inc. approved and adopted the aforesaid Plan of Merger by written consent given on December 3, 1999 in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code.

Executed on this 15th day of December, 1999.

EFFECTIVE DATE
01-01-00

RECEIVIA, INC.

By: 

Name: Gregory M. Shelton

Capacity: Chief Executive Officer

~~FLORIDA~~ FINANCIAL ASSISTANCE
SPECIALISTS, INC.

By: 

Name: Gregory M. Shelton

Capacity: Chief Executive Officer

AGREEMENT AND PLAN OF MERGER
of
FLORIDA FINANCIAL ASSISTANCE SPECIALISTS, INC.
(a Florida corporation)
with and into
RECEIVIA, INC.
(a Georgia corporation)

I.

MERGER; CONSTITUENT ENTITIES

FLORIDA FINANCIAL ASSISTANCE SPECIALISTS, INC., a Florida corporation ("FFAS"), shall merge with and into RECEIVIA, INC., a Georgia corporation ("Receivia"), as permitted by Section 607.1107 of the Florida Business Corporation Act and Section 14-2-1107 of the Georgia Business Corporation Code (the "GBCC") (the "Merger").

II.

SURVIVING ENTITY

Receivia shall be the surviving corporation of the Merger. All assets and liabilities of FFAS on the effective time of the Merger will become the assets and liabilities of Receivia without any action on the part of Receivia or FFAS.

III.

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of Receivia in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Articles of Incorporation and Bylaws after the Merger until further amended in the manner provided by the GBCC.

IV.

DIRECTORS AND OFFICERS

Upon the effectiveness of the Merger, the directors and officers of Receivia immediately prior to the Merger shall remain the respective directors and officers of Receivia after the Merger, holding office in accordance with the Bylaws of Receivia.

V.

MANNER AND BASIS OF CONVERTING SHARES

Upon the Merger becoming effective in accordance with Article VI below, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of FFAS, all shares of capital stock of FFAS outstanding immediately prior to the effectiveness of the Merger shall be canceled, and no cash, securities or other consideration of any kind shall be issued or paid for such shares of capital stock of FFAS pursuant to the Merger. All issued and outstanding shares of Receivia shall remain issued and outstanding.

VI.

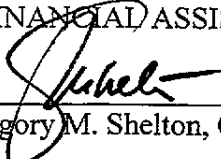
EFFECTIVE DATE

The Merger shall become effective upon January 1, 2000.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalf on this 15th day of December, 1999.

FLORIDA FINANCIAL ASSISTANCE SPECIALISTS, INC. RECEIVIA, INC.

By:


Gregory M. Shelton, Chief Executive Officer

By:


Gregory M. Shelton, Chief Executive Officer