

S13238

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

MORTGAGE RESERVE CORPORATION

Certificate of Status	1
Certified Copy	1
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*merge*

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S. PAYNE JUN - 1 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

S & S FINANCIAL, INC., a Florida corp., P98000081426

INTO

MORTGAGE RESERVE CORPORATION which changed its name to

**S & S FINANCIAL, INC.**, a Florida entity, S13238

File date: June 1, 2001

Corporate Specialist: Susan Payne



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

June 1, 2001

**MORTGAGE RESERVE CORPORATION**  
5765 N ANDREWS WAY  
FT. LAUDERDALE, FL 33309US

**SUBJECT: MORTGAGE RESERVE CORPORATION**  
**REF: S13238**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the merging corporation as reflected in our records is S & S Financial, Inc. Please correct this name. If you wish for the surviving corporation to change its name to S&S Financial, Inc., however, that would be ok.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne  
Senior Section Administrator

FAX Aud. #: E01000070548  
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*Corrections  
made.*

**ARTICLES OF MERGER  
(Profit Corporations)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Mortgage Reserve Corporation	Florida

**SECOND:** The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
S & S Financial, Inc.	Florida

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on June 1, 2001, at 11:59 P.M.

**FIFTH:** Adoption of merger by the Board of Directors of Buy Owner, Inc., the sole shareholder of both the surviving and merging corporations:

The Plan of Merger was adopted by the Board of Directors of Buy Owner, Inc., the sole shareholder of both the surviving and merging corporations, on May 31, 2001, and by the Boards of Directors of the surviving and merging corporations on May 31, 2001.



**SIXTH:** The Articles of Incorporation of the surviving corporation are to be amended and changed by reason of the merger herein certified by striking out Article I thereof relating to the name of said surviving corporation, and by substituting in lieu thereof the following:

"ARTICLE I - The name of the corporation shall be: S & S Financial, Inc."

and said Articles of Incorporation as so amended and changed shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the laws of the State of Florida.

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**SEVENTH: Signatures for Each Corporation**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
S & S Financial, Inc.		Charles S. Eckert, President
Mortgage Reserve Corporation		Scott A. Eckert, Vice President

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**EXHIBIT A****PLAN OF MERGER**

THIS PLAN OF MERGER (this "Plan of Merger") is adopted on this 31<sup>st</sup> day of May, 2001, by Buy Owner, Inc., a Florida corporation ("Parent"), by resolution of its Board of Directors.

1. **The Merger.** Parent owns one hundred percent (100%) of the issued and outstanding common stock of Mortgage Reserve Corporation, a Florida corporation (the "Surviving Corporation"), and S & S Financial, Inc., a Florida corporation (the "Merging Corporation"). As of the Effective Date (as below defined), the Merging Corporation shall merge with and into the Surviving Corporation, pursuant to Section 607.1104 of the Florida Statutes, and the Surviving Corporation shall be governed by the laws of State of Florida.
2. **Assumption of Assets.** All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed, and all property of the Merging Corporation shall be the property of the Surviving Corporation.
3. **Assumption of Obligations.** All obligations of the Merging Corporation shall become obligations of the Surviving Corporation.
4. **Effective Date.** The merger shall become effective on June 1, 2001, at 11:59 P.M. (the "Effective Date").
5. **Parent Approval.** The Board of Directors of Parent has adopted and approved this Plan of Merger and the filing of the Articles of Merger by the Surviving Corporation, and to enter into, execute and deliver any and all documents and documentation that may be required or contemplated relating to the merger, by Written Consent dated May 31, 2001.
6. **Cancellation of Stock.** Upon the Effective Date, each of the issued and outstanding shares of common stock of the Merging Corporation and all rights in respect thereof shall be canceled.
7. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation in effect as of the Effective Date will remain the Articles of Incorporation of the Surviving Corporation with name of the Surviving Corporation changing its name to S&S Financial, Inc. at the time of the merger.
8. **Bylaws.** The Bylaws of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the merger.

9. Officers and Directors. The officers and directors of the Surviving Corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the Effective Date and shall remain the officers and directors of the Surviving Corporation until their successors shall have been duly elected and qualified.

10. Required Actions. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all actions required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

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