

S93584

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE HISTORICAL RESEARCH CENTER (USA), INC., a Florida corporation,
P92000001342

THE HISTORICAL RESEARCH CENTER INFORMATION CORPORATION, a
Florida corporation, P95000032024

INTO

THE HISTORICAL RESEARCH CENTER INTERNATIONAL, INC., a Florida
corporation, S93584.

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	12/30		
TIME			CK No.
BY			

WALK-IN
Will Pick Up 10:30 AM

RE:

The Historical Research Center
(USA), Inc

393584

	C.C. FEE.	DISBURSED
Capital Expenses		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Gen. Copy(s)		
Photo		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	600002040766	
Annual Report/Reinstatement	12/30/96-01/01/97	
Reg. Agent Service	***105.00	***105.00
Document Filing	12/30/96-01/01/97	***105.00
Corporate Kit	600002040766	
Vehicle Search	12/30/96-01/01/97	
Driving Record	***122.00	***122.00
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE	
DISBURSED	
SURCHARGE	
TAX on corporate supplies	
SUBTOTAL	
PREPAID	
BALANCE DUE	

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

**ARTICLES OF MERGER OF
THE HISTORICAL RESEARCH CENTER (USA), INC.
(a Florida corporation)
and
THE HISTORICAL RESEARCH CENTER INFORMATION CORPORATION
(a Florida corporation)
into
THE HISTORICAL RESEARCH CENTER INTERNATIONAL, INC.
(a Florida Corporation)**

FILED

96 DEC 30 PM 12:52

SECRETARY OF STATE
TAMM HASSEE FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1103, and 607.1105 of the Florida Business Corporations Act, the undersigned Florida corporations adopt the following Articles of Merger for the purpose of merging **THE HISTORICAL RESEARCH CENTER (USA), INC.**, and **THE HISTORICAL RESEARCH CENTER INFORMATION CORPORATION** (collectively, the "MERGING CORPORATIONS") into and with **THE HISTORICAL RESEARCH CENTER INTERNATIONAL, INC.** (the "SURVIVING CORPORATION" and collectively with the MERGING CORPORATIONS, the "CONSTITUENT CORPORATIONS");

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State of Organization
The Historical Research Center International, Inc.	Florida
The Historical Research Center (USA), Inc.	Florida
The Historical Research Center Information Corporation	Florida

2. The name of the surviving corporation is The Historical Research Center International, Inc., and it is to be governed by the laws of the State of Florida.

3. The plan of merger (the "Plan") is attached hereto as Exhibit A.

4. The effective date of the merger shall be the date of filing of these Articles of Merger are filed with the Department of State of the State of Florida.

[BALANCE OF PAGE INTENTIONALLY LEFT BLANK]

5. The Plan was adopted by the shareholders and directors of the respective CONSTITUENT CORPORATIONS as follows:

Corporation

The Historical Research Center
International, Inc.

The Historical Research Center
(USA), Inc.

The Historical Research Center
Information Corporation

Date Plan Adopted

December 24th, 1996

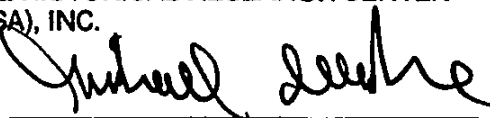
December 24th, 1996

December 24th, 1996

Dated: December 24th, 1996

MERGING CORPORATIONS

THE HISTORICAL RESEARCH CENTER
(USA), INC.

By: 
Print Name: MICHAEL WALSH

Its: PRESIDENT

ATTEST: 
Secretary

THE HISTORICAL RESEARCH CENTER
INFORMATION CORPORATION

By: 
Print Name: MICHAEL WALSH

Its: PRESIDENT

ATTEST: 
Secretary

SURVIVING CORPORATION

THE HISTORICAL RESEARCH CENTER
INTERNATIONAL, INC.

By: 
Print Name: MICHAEL WALSH

Its: PRESIDENT

ATTEST: 
Secretary

EXHIBIT A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "AGREEMENT"), dated as of the 24th day of December, 1996, between **THE HISTORICAL RESEARCH CENTER INTERNATIONAL, INC.**, a Florida corporation (the "SURVIVING CORPORATION"), and **THE HISTORICAL RESEARCH CENTER (USA), INC.**, a Florida corporation ("USACORP"), and **THE HISTORICAL RESEARCH CENTER INFORMATION CORPORATION**, a Florida corporation ("INFOCORP," and collectively with USACORP, the "MERGING CORPORATIONS") (the parties are sometimes hereinafter collectively referred to as the "CONSTITUENT CORPORATIONS").

INTRODUCTION:

I. The authorized capital stock of the SURVIVING CORPORATION consists of one hundred thousand (100,000) shares of \$1.00 par value common stock.

II. The issued and outstanding common stock of the SURVIVING CORPORATION is held as follows:

<u>STOCKHOLDER NAME:</u>	<u>NUMBER OF SHARES OWNED:</u>
Estelle Fish	70,000
Michael R. Langley	15,000

III. The authorized capital stock of USACORP consists of one thousand (1,000) shares of \$1.00 par value common stock.

IV. The issued and outstanding capital stock of USACORP is held as follows:

<u>STOCKHOLDER NAME:</u>	<u>NUMBER OF SHARES OWNED:</u>
Estelle Fish	70
Michael R. Langley	15

V. The authorized capital stock of INFOCORP consists of ten thousand (10,000) shares of \$1.00 par value common stock.

VI. The issued and outstanding capital stock of INFOCORP is held as follows:

<u>STOCKHOLDER NAME:</u>	<u>NUMBER OF SHARES OWNED:</u>
Estelle Fish	7,000
Michael R. Langley	1,500

VII. The Board of Directors and stockholders of each of the **CONSTITUENT CORPORATIONS** have deemed it advisable and to the advantage and welfare of said Corporations and their respective stockholders that the **MERGING CORPORATIONS** merge with and into the **SURVIVING CORPORATION** on the terms and conditions set forth in this Agreement and have authorized the execution of this Agreement.

NOW, THEREFORE, the parties to this Agreement in consideration of the premises and the mutual covenants, agreements and provisions herein contained, do hereby agree that the **MERGING CORPORATIONS** shall be merged with and into the **SURVIVING CORPORATION** and the **SURVIVING CORPORATION** shall be the surviving corporation by virtue of such merger under the Florida Business Corporation Act, and do hereby further agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect and the manner of converting the shares of stock of the **MERGING CORPORATIONS** into the shares of stock of the **SURVIVING CORPORATION** as follows:

1. On the Effective Date (as hereinafter defined), the **MERGING CORPORATIONS** shall be merged with and into the **SURVIVING CORPORATION** and the surviving corporation shall be the **SURVIVING CORPORATION**.

2. Commencing on the Effective Date, the **SURVIVING CORPORATION** shall continue to conduct the business enterprises of the **MERGING CORPORATIONS** with the assets of the **MERGING CORPORATIONS**.

3. The manner of converting the outstanding shares of capital stock of the **MERGING CORPORATIONS** into shares of the **SURVIVING CORPORATION** shall be as follows:

a. The holders of the shares of capital stock of the **MERGING CORPORATIONS** shall surrender the certificates representing such shares to the Secretary of the **SURVIVING CORPORATION** within five days after the Effective Date.

b. Each share of capital stock of the **MERGING CORPORATIONS**, issued and outstanding on the Effective Date shall, without any action on the part of the stockholders thereof, be deemed canceled as of the Effective Date;

c. No shares of the capital stock of the **SURVIVING CORPORATION** shall be issued to the stockholders of the **MERGING CORPORATIONS** because the stockholders of the **MERGING CORPORATIONS** and those of the **SURVIVING CORPORATION** are identical and their respective proprietary interests in, and percentages of ownership of, the **CONSTITUENT CORPORATIONS** are identical.

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

a. Each party shall pay its share of the expenses of carrying this Agreement into effect and of accomplishing the merger contemplated herein.

b. On the Effective Date of the merger, the separate existence of the MERGING CORPORATIONS shall cease and the surviving corporation shall be the SURVIVING CORPORATION in accordance with the provisions of the Florida Business Corporation Act. The SURVIVING CORPORATION shall possess all property, real and personal, and all debts due to the MERGING CORPORATIONS shall be vested in the SURVIVING CORPORATION, and all property, rights, privileges, powers, franchises and all other interests of the MERGING CORPORATIONS shall thereafter be the property of the SURVIVING CORPORATION, and all debts, liabilities and duties of the MERGING CORPORATIONS shall thereafter attach to the SURVIVING CORPORATION and may be enforced against it to the same extent as if such debts, liabilities and duties had been originally incurred or contracted by the SURVIVING CORPORATION.

c. If at any time the SURVIVING CORPORATION shall consider or be advised that further assignments or assurances in the law or any things are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property, rights, privileges or franchises of the MERGING CORPORATIONS, the proper officers and directors of both parties hereof shall and will execute and make all the proper assignments and assurances in the law and do all things necessary to vest in the SURVIVING CORPORATION title and possession of all such property, rights, privileges and franchises, and otherwise carry out the purposes of this Agreement.

d. The by-laws of the SURVIVING CORPORATION in effect on the Effective Date shall be and remain the by-laws of the SURVIVING CORPORATION until the same shall be altered, amended or repealed as therein provided.

e. On the Effective Date, the directors and officers of the SURVIVING CORPORATION shall become:

Name:

Title:

Michael Walshe

Director; President; Treasurer.

Estelle Fish

Director; Vice President; Secretary.

Nancy Marquis

Director; Vice President-Operations.

Joe Slavik

Director.

until the next annual meetings of stockholders and board of directors and until their successors shall have been elected and qualified.

5. This Agreement will become effective when it has been duly adopted, accepted and authorized by the Boards of Directors and stockholders of each of the CONSTITUENT CORPORATIONS.

6. The Effective Date of the merger shall be the date that Articles of Merger are filed with the Office of the Secretary of State of Florida.

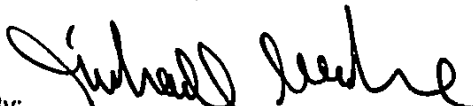
7. The articles of incorporation of the SURVIVING CORPORATION in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the SURVIVING CORPORATION.

8. Notwithstanding anything to the contrary herein, this Agreement, once executed, may be, in the discretion of the respective Boards of Directors of the CONSTITUENT CORPORATIONS, amended (subject to applicable law) or terminated by the joint written consent of the Board of Directors of the CONSTITUENT CORPORATIONS at any date prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement is signed by the duly-authorized officers of each party hereto as of the day and year first above written.

SURVIVING CORPORATION

THE HISTORICAL RESEARCH CENTER
INTERNATIONAL, INC.


By: 
Print Name: MICHAEL WALSH

Its: PRESIDENT

ATTEST: 
Secretary
(CORPORATE SEAL)

MERGING CORPORATIONS

THE HISTORICAL RESEARCH CENTER
(USA), INC.

By: 
Print Name: MICHAEL WALSH

Its: PRESIDENT

ATTEST: 
Secretary
(CORPORATE SEAL)

MERGING CORPORATIONS

THE HISTORICAL RESEARCH CENTER
INFORMATION CORPORATION

By: Michael Joseph Lee

Print Name: MICHAEL WALSHE

Its: PRESIDENT

ATTEST: [Signature]

Secretary
(CORPORATE SEAL)