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Tallahassee, FL 32301

City

State

Zip

Phone

800002455338--2

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CORPORATION(S) NAME

Merger

Shoreline Financial Services, Inc

Merged into:

First Recovery, Inc

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DIVISION OF CORPORATION

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SHORELINE FINANCIAL SERVICES, INC., a Florida corporation P97000058522

INTO

FIRST RECOVERY, INC., a Florida corporation, V05539.

File date: March 12, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
SHORELINE FINANCIAL SERVICES, INC., A FLORIDA CORPORATION
INTO
FIRST RECOVERY, INC., A FLORIDA CORPORATION**

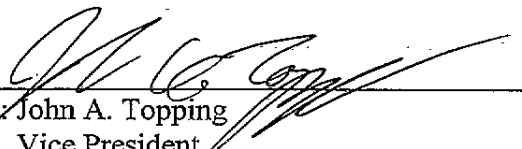
Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, SHORELINE FINANCIAL SERVICES, INC., a Florida corporation ("SHORELINE") and FIRST RECOVERY, INC., a Florida corporation ("RECOVERY"), adopt the following Articles of Merger for the purpose of merging SHORELINE with and into RECOVERY (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A".


SECOND: The Agreement and Plan of Merger was adopted by the sole shareholder of SHORELINE and RECOVERY by unanimous written consent in accordance with provisions of Section 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of March 11, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 11th day of March, 1998.

SHORELINE FINANCIAL SERVICES, INC.

By: 
Name: John A. Topping
Title: Vice President

FIRST RECOVERY, INC.

By: 
Name: John A. Topping
Title: Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of March 11, 1998, between **SHORELINE FINANCIAL SERVICES, INC.**, a Florida corporation ("SHORELINE"), and **FIRST RECOVERY, INC.**, a Florida corporation ("RECOVERY") or the "Surviving Corporation").

Asset management Outsourcing, Inc., a Georgia corporation, owns all of the capital stock of SHORELINE (the "Shoreline Shares") and RECOVERY (the "Recovery Shares").

SHORELINE and RECOVERY desire to effect the statutory merger of SHORELINE with and into RECOVERY, with RECOVERY to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** SHORELINE and RECOVERY shall be parties to the merger (the "Merger") of SHORELINE with and into RECOVERY.

2. **Terms and Conditions of Merger.** SHORELINE (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into RECOVERY, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the SHORELINE common stock presently issued and outstanding shall be retired. Upon the Effective Date, each issued and outstanding share of RECOVERY common stock shall remain issued and outstanding.

4. **Articles of Incorporation.** The Articles of Incorporation of RECOVERY as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of RECOVERY as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of RECOVERY in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on March 12, 1998 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of RECOVERY and SHORELINE are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

SHORELINE FINANCIAL SERVICES, INC.

By: 

Name: John A. Topping

Title: Vice President

FIRST RECOVERY, INC.

By: 

Name: John A. Topping

Title: Vice President