

V05539

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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

**WALK IN**

PICK UP 10/22/99

☐ **CERTIFIED COPY**

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☒ **FILING**

*merge*

FILED  
DEC 22 PM 3 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1.) First Recovery, Inc.  
(CORPORATE NAME & DOCUMENT #) *into*
- 2.) Nationwide Recovery Service, Inc.  
(CORPORATE NAME & DOCUMENT #)
- 3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)
- 5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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-12/22/99--01055--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**EFFECTIVE DATE**  
01-01-00

**C. COULLIETTE DEC 22 1999**

**SPECIAL INSTRUCTIONS**

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

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST RECOVERY, INC., a Florida corporation, V05539

INTO

**NATIONWIDE RECOVERY SERVICE, INC.**, a Georgia corporation not qualified  
in Florida.

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

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER  
OF  
NATIONWIDE RECOVERY SERVICE, INC.  
AND  
FIRST RECOVERY, INC.

FILED  
99 DEC 22 PM 3:07  
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 Recovery, Inc. with and into Nationwide Recovery Service, Inc.

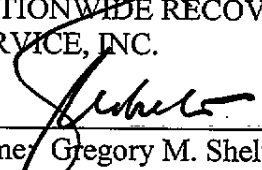
SECOND: The merger of First Recovery, Inc. with and into Nationwide Recovery Service, Inc. is permitted by the laws of the jurisdiction of organization of First Recovery, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First Recovery, Inc. was December 3, 1999.

THIRD: The Board of Directors of Nationwide Recovery Service, 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.

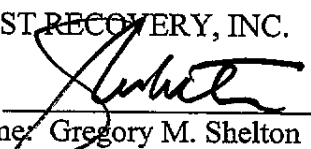
Executed on this 15th day of December, 1999.

EFFECTIVE DATE  
01-01-00

NATIONWIDE RECOVERY  
SERVICE, INC.

By:   
Name: Gregory M. Shelton  
Capacity: Chief Executive Officer

FIRST RECOVERY, INC.

By:   
Name: Gregory M. Shelton  
Capacity: Chief Executive Officer

**AGREEMENT AND PLAN OF MERGER**  
**of**  
**FIRST RECOVERY, INC.**  
**(a Florida corporation)**  
**with and into**  
**NATIONWIDE RECOVERY SERVICE, INC.**  
**(a Georgia corporation)**

**I.**

**MERGER; CONSTITUENT ENTITIES**

FIRST RECOVERY, INC., a Florida corporation ("FRI"), shall merge with and into NATIONWIDE RECOVERY SERVICE, INC., a Georgia corporation ("Nationwide"), 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**

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

**III.**

**ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation and Bylaws of Nationwide 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 Nationwide immediately prior to the Merger shall remain the respective directors and officers of Nationwide after the Merger, holding office in accordance with the Bylaws of the Company.

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 FRI, all shares of capital stock of FRI 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 FRI pursuant to the Merger. All issued and outstanding shares of Nationwide 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.

FIRST RECOVERY, INC.

By: 

Gregory M. Shelton, Chief Executive Officer

NATIONWIDE RECOVERY SERVICE, INC.

By: 

Gregory M. Shelton, Chief Executive Officer