

P99000078573

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Corporation Guarantee and Trust Company

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August 20, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400002978234-5
-09/03/99-01056-002
*****78.75 *****78.75

RE: ACS INC. (Ohio Corp.)

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation of the above company for filing with your office. Also enclosed is our \$78.75 check to cover filing fees.

Also enclosed are Articles of Merger of the above Ohio company for filing with your office along with our \$78.75 check to cover filing fees.

Please send your usual acknowledgments to this office when the filing process has been completed.

Should you require anything further, please don't hesitate to contact our office.

Cordially yours,

Joseph J. Collopy
Vice-President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 26 PM 1:03

FILED

merger

S. PAYNE SEP 3 1999

JJC/mag

Enclosures

* NOTE: CORP JUST BEING FORMED IS THE SURVIVOR OF THE MERGER

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACS INC., a nonqualified Ohio corporation

INTO

NBSM, INC., a Florida entity, P99000078573

File date: August 26, 1999

Corporate Specialist: Susan Payne

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>
<u>NBSM, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACS INC.</u>	<u>OHIO</u>
_____	_____
_____	_____
_____	_____
_____	_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 7-1-99.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 7-1-99.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

NBSM, INC.

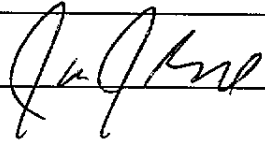
X



JOSEPH BADAL, PRESIDENT

ACS INC.

X



JOSEPH BADAL, PRESIDENT

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>NBSM, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACS INC.</u>	<u>OHIO</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

SEE PLAN OF MERGER ATTACHED

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE PLAN OF MERGER ATTACHED

PLAN OF MERGER

FIRST: ACS INC. shall be merged with and into NBSM, INC. and ACS INC. shall thereupon cease to exist.

SECOND: The assets of ACS INC. shall become the assets of the surviving corporation, NBSM, INC.

THIRD: The surviving corporation shall be subject to all the liabilities of ACS INC.

FOURTH: The present 100 shares of issued capital stock of NBSM, INC. shall not be changed or affected by reason of this merger but shall constitute shares in the surviving corporation.

FIFTH: The present 100 shares of issued capital stock of ACS INC. shall be cancelled by reason of this merger and no shares or other securities, obligations or cash of the surviving corporation shall be issued in lieu therefor.