



06-11-1999



101062414

E
ET

D

To... Please record the attached original document... copy thereof.

1. Name of conveying party(ies):

Recon Consultants, Inc.
1201 Orange Street
Wilmington, Delaware 19801

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes ___ No X

MRD 6.9.99

2. Name and address of receiving party(ies):

FCA Funding, Inc.
515 Pennsylvania Avenue
Fort Washington, Pennsylvania 19034

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes ___ No X

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached? Yes x No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: September 28, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,666,060

Additional numbers attached? ___ Yes X No

5. Name and Address of party to whom correspondence concerning document should be mailed:

Name: Mark B. Harrison, Esq.
Internal Address: Venable, Baetjer and Howard, LLP
Street Address: P.O.Box 34385
Washington, D.C. 20043-9998

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-3700

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

06/11/1999 NTHAI1 00000050 1666060
01 FC:481 40.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark B. Harrison, Esq.
Name of Person Signing

Signature

June 9, 1999
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FCA COLLECTIONS INC.", A ALASKA CORPORATION,

"FCA HOLDINGS INC.", A DELAWARE CORPORATION,

"FCA HOLDINGS (1993) INC.", A DELAWARE CORPORATION,

"FCA TRANSACTION SERVICES, INC.", A DELAWARE CORPORATION,

"FINANCIAL COLLECTION AGENCIES, INC.", A MISSOURI CORPORATION,

"FINANCIAL COLLECTION AGENCIES (CONNECTICUT) INC.", A CONNECTICUT CORPORATION,

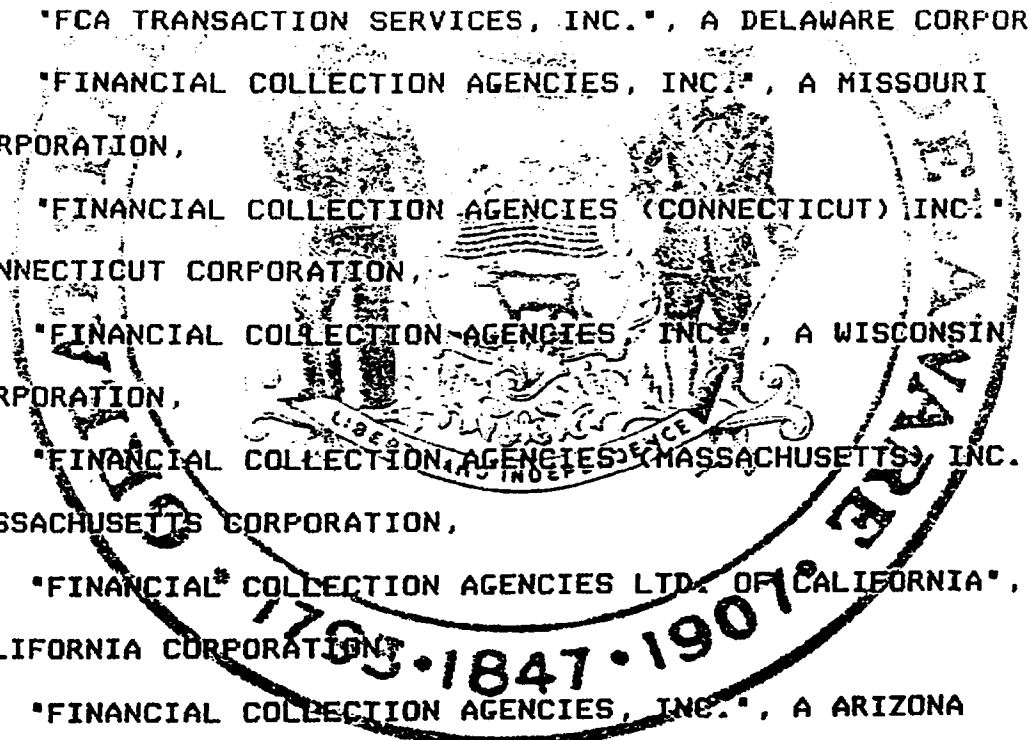
"FINANCIAL COLLECTION AGENCIES, INC.", A WISCONSIN CORPORATION,

"FINANCIAL COLLECTION AGENCIES (MASSACHUSETTS) INC.", A MASSACHUSETTS CORPORATION,

"FINANCIAL COLLECTION AGENCIES LTD. OF CALIFORNIA", A CALIFORNIA CORPORATION,

"FINANCIAL COLLECTION AGENCIES, INC.", A ARIZONA CORPORATION,

"FINANCIAL COLLECTION AGENCIES (1990) INC.", A DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

2935932 8100M

981390514

AUTHENTICATION:

9345764

DATE:

10-08-98

TRADEMARK
REEL: 001911 FRAME: 0046

Office of the Secretary of State

CORPORATION,

"FINANCIAL COLLECTION AGENCIES, INC.", A DELAWARE CORPORATION.

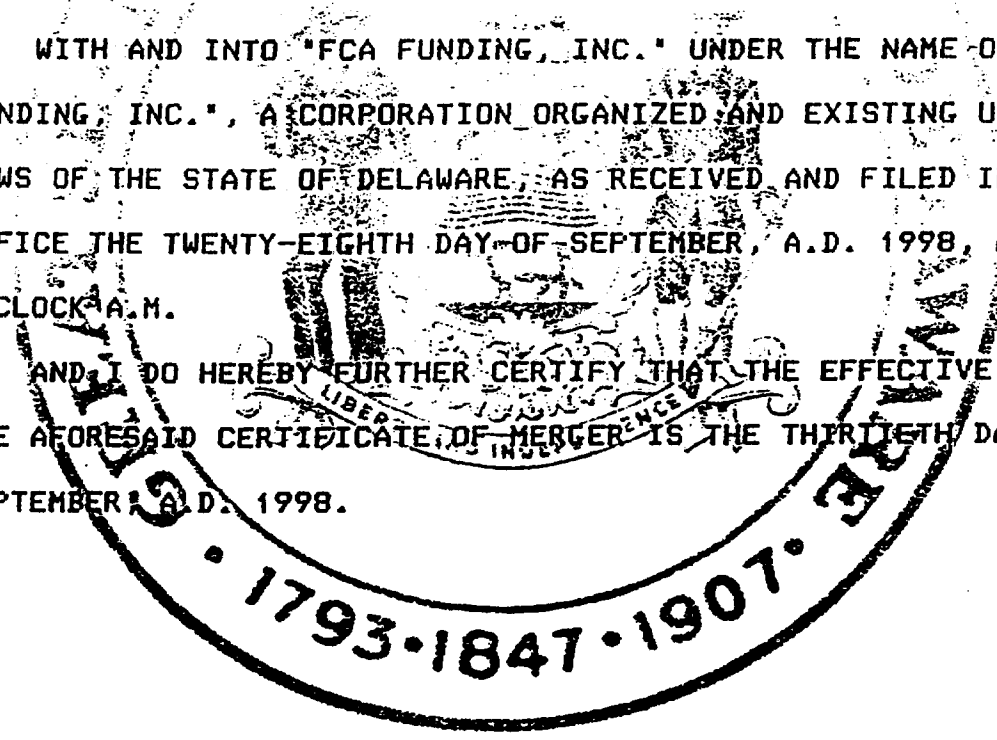
"HEALTHCARE FINANCIAL SERVICES INC.", A DELAWARE CORPORATION,

"RECON CONSULTANTS INC.", A DELAWARE CORPORATION,

"STRUCTURED FINANCIAL CAPITAL INC.", A DELAWARE CORPORATION,

WITH AND INTO "FCA FUNDING, INC." UNDER THE NAME OF "FCA FUNDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2935932 8100M

981390514

AUTHENTICATION:

9345764

DATE:

10-08-98

TRADEMARK
REEL: 001911 FRAME: 0047

CERTIFICATE OF MERGER

OF

- Financial Collection Agencies, Inc., a Missouri Corporation**✓
- Financial Collection Agencies (Connecticut) Inc., a Connecticut Corporation**✓
- Financial Collection Agencies, Inc., a Wisconsin Corporation**✓
- Financial Collection Agencies (Massachusetts) Inc., a Massachusetts Corporation**✓
- Financial Collection Agencies Ltd. of California, a California Corporation**✓
- Financial Collection Agencies, Inc., a Arizona Corporation**✓
- FCA Collections Inc., an Alaska Corporation**✓
- Financial Collection Agencies (1990) Inc., a Delaware Corporation**✓
- FCA Holdings (1993) Inc., a Delaware Corporation**✓
- FCA Holdings, Inc., a Delaware Corporation**✓
- FCA Transaction Services, Inc., a Delaware Corporation**✓
- Financial Collection Agencies, Inc., a Delaware Corporation**✓
- Healthcare Financial Services Inc., a Delaware Corporation**✓
- "Recon Consultants Inc.," a Delaware Corporation**✓
- Structured Financial Capital Inc., a Delaware Corporation**✓

INTO

FCA Funding, Inc., a Delaware Corporation

In compliance with the requirements of Section 251 and 252 of the General Corporation Law of the State of Delaware, as amended or supplemented from time to time, the undersigned corporations hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are as follows:

- (i) Financial Collection Agencies, Inc.....Missouri
- (ii) Financial Collection Agencies (Connecticut) Inc.....Connecticut
- (iii) Financial Collection Agencies, Inc.....Wisconsin
- (iv) Financial Collection Agencies (Massachusetts) Inc.....Massachusetts
- (v) Financial Collection Agencies Ltd. of California.....California
- (vi) Financial Collection Agencies, Inc.....Arizona
- (vii) FCA Collections Inc.....Alaska
- (viii) Financial Collection Agencies (1990) Inc.....Delaware
- (ix) FCA Holdings (1993) Inc.....Delaware
- (x) FCA Holdings, Inc.....Delaware
- (xi) FCA Transaction Services, Inc.....Delaware

- (xii) Financial Collection Agencies, Inc.....Delaware
- (xiii) Healthcare Financial Services Inc.....Delaware
- (xiv) "Recon Consultants Inc.".....Delaware
- (xv) Structured Financial Capital Inc.....Delaware

(xvi) FCA Funding, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 and 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is FCA Funding, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of FCA Funding, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the surviving corporation at: 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The foreign constituent corporations authorized capital stock are as follows:

(i) Financial Collection Agencies, Inc. consists of 30,000 shares of a par value of \$1.00 each.

(ii) Financial Collection Agencies (Connecticut) Inc. consists of 5,000 shares without par value.

(iii) Financial Collection Agencies, Inc. consists of 40,000 shares of a par value of \$1.00 each.

(iv) Financial Collection Agencies, Inc. consists of 25,000 shares of a par value of \$100.00 each.

(v) Financial Collection Agencies Ltd. of California consists of 1,000 shares of a par value of \$25.00 each.

(vi) Financial Collection Agencies, Inc. consists of 1,000,000 shares of a par value of \$1.00 each.

(vii) FCA Collections Inc. consists of 10,000 shares without par value.

8. This Certificate of Merger shall be effective as of September 30, 1998.

IN WITNESS WHEREOF, the each of the undersigned corporations has caused this Certificate of Merger to be signed by a duly authorized officer as of the 25 day of September, 1998

FCA Funding, Inc.

By: [Signature]
Name: Peter J. Winnington
Title: Vice President

Financial Collection Agencies, Inc.

By: [Signature]
Name: E. DI SANTE
Title: Vice President

Financial Collection Agencies (Connecticut) Inc.

By: [Signature]
Name: E. DI SANTE
Title: Vice President

Financial Collection Agencies, Inc.

By: [Signature]
Name: E. DI SANTE
Title: Vice President

Financial Collection Agencies (Massachusetts) Inc.

By: [Signature]
Name: E. DI SANTE
Title: Vice President

Financial Collection Agencies Ltd.
of California

By: [Signature]
Name: E. DI SANTE
Title: Vice President

Financial Collection Agencies, Inc.

By: [Signature]
Name: E. DI SANTE
Title: Vice President

FCA Collections, Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

Financial Collection Agencies (1990) Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

FCA Holdings (1993) Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

FCA Holdings, Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

FCA Transaction Services, Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

Financial Collection Agencies, Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

Healthcare Financial Services Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

Recon Consultants, Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President

Structured Financial Capital Inc.

By: [Signature]
Name: R. DI SANTE
Title: Vice President