

12/9/02

12-12-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM CO
TRADEMARKSIERCE
Office

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102308961

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Co-Source Funding Corp.

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

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

3. Nature of conveyance:

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

Execution Date: 12/23/1999

2. Name and address of receiving party(ies)

Name: NCO Holdings, Inc.

Internal

Address: _____

Street Address: 509 Prudential Road
 Horsham PA 19044
 City: _____ State: _____ Zip: _____

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

If assignee is not domiciled in the United States, a domestic
 representative designation is attached: ☐ Yes ☐ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☐ No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,752,873

Additional number(s) attached ☐ Yes ☒ No

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

Name: Christopher M. Turk

Internal Address: ninth floor

Blank Rome Comsiky & McCauley LLP

Street Address: One Logan Square

Philadelphia PA 19103
 City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

02-2555

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

DO NOT USE THIS SPACE

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.

Christopher M. Turk

December 3, 2002

Name of Person Signing 00000045 022555 1752873

Signature

Date

Total number of pages including cover sheet, attachments, and document: 31

12/11/2002 DBYRNE

01 FC:8521

40.00 CH

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002631 FRAME: 0259

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"ADVANTAGE FINANCIAL SERVICES FUNDING, INC.", A DELAWARE CORPORATION,

"CO-SOURCE FUNDING CORP.", A DELAWARE CORPORATION,

"CREDIT ACCEPTANCE FUNDING CORPORATION", A DELAWARE CORPORATION,

"GOODYEAR & ASSOCIATES FUNDING, INC.", A DELAWARE CORPORATION,

"MEDSOURCE FUNDING, INC.", A DELAWARE CORPORATION,

"MSC FUNDING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MANAGEMENT ADJUSTMENT BUREAU FUNDING, INC." UNDER THE NAME OF "NCO HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

2876556 8100M

991567860

AUTHENTICATION: 0173932

DATE: 12-30-99

TRADEMARK
REEL: 002631 FRAME: 0260

**CERTIFICATE OF MERGER
OF
MSC FUNDING, INC.
GOODYEAR & ASSOCIATES FUNDING, INC.
CREDIT ACCEPTANCE FUNDING CORPORATION
ADVANTAGE FINANCIAL SERVICES FUNDING, INC.
MEDSOURCE FUNDING, INC.
CO-SOURCE FUNDING CORP.
WITH AND INTO
MANAGEMENT ADJUSTMENT BUREAU FUNDING, INC.**

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

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name of corporation</u>	<u>State of incorporation</u>
MSC Funding, Inc.	Delaware
Goodyear & Associates Funding, Inc.	Delaware
Credit Acceptance Funding Corporation	Delaware
Advantage Financial Services Funding, Inc.	Delaware
Medsource Funding, Inc.	Delaware
Co-Source Funding Corp.	Delaware
Management Adjustment Bureau Funding, Inc.	Delaware

SECOND: 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 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger herein certified is Management Adjustment Bureau Funding, Inc. (hereinafter sometimes referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "NCO Holdings, Inc.".

FOURTH: That the Certificate of Incorporation of the Surviving Corporation shall be the same as its Certificate of Incorporation in effect immediately before the merger except that the article first of said Certificate of Incorporation is hereby amended to read as follows:

"FIRST: The name of the corporation is "NCO Holdings, Inc."

FIFTH: That the executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: c/o Management Adjustment Bureau Funding, Inc., Attn: Peter Winnington, 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

SIXTH: That a copy of the Agreement and Plan of Merger shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective as of date of filing.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by a duly authorized officer as of the 23 day of December, 1999.

Management Adjustment Bureau Funding, Inc.

By: 
Michael J. Barrist, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and dated as of December 23, 1999, by and between Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation and MSC Funding, Inc. ("MSC"), Goodyear & Associates Funding, Inc. ("Goodyear"), Credit Acceptance Funding Corporation ("Credit"), Advantage Financial Services Funding, Inc. ("Advantage"), Medsource Funding, Inc. ("Medsource") and Co-Source Funding Corp. ("Co-Source"), which are business corporations of the State of Delaware (MSC, Goodyear, Credit, Advantage, Medsource and Co-Source are collectively referred to herein as the "Constituent Corporations").

BACKGROUND

The respective Boards of Directors of MAB and the Constituent Corporations each have determined that it is desirable and in the best interest of each corporation that the Constituent Corporations be merged into MAB in accordance with the provisions of this Plan of Merger and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and conditions contained herein and intending to be legally bound, the parties hereby agree as follows:

1. Merger.

On the Effective Date (as hereinafter defined), the Constituent Corporations shall be merged with and into MAB, and MAB shall be the corporation surviving the merger and shall change its corporate name to "NCO Holdings, Inc." (MAB is also referred to herein as the "Surviving Corporation"). On the Effective Date of the merger, the Constituent Corporations shall cease to exist and thereafter their respective properties, business, assets and liabilities shall become the properties, business, assets and liabilities of MAB as the Surviving Corporation, and MAB shall continue to exist as a corporation under the laws of the State of Delaware.

2. Certificate of Incorporation.

The Certificate of Incorporation of MAB on the Effective Date shall be and remain the Certificate of Incorporation of the Surviving Corporation unless and until otherwise amended or modified except that article FIRST of the Certificate of Incorporation shall be amended to read as follows:

FIRST: The name of the corporation is: NCO Holdings, Inc.

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3. Conversion of Stock.

(a) On the Effective Date, each share of Common Stock of MAB issued or outstanding immediately prior thereto shall become and be converted into one fully paid and non-assessable share of the Common Stock of the Surviving Corporation. Each stock certificate representing outstanding Common Stock of MAB immediately prior to the Effective Date shall on and after the Effective Date be deemed, for all purposes, to represent the same number of full shares of Common Stock of the Surviving Corporation.

(b) On the Effective Date, each share of capital stock of each of the Constituent Corporations outstanding or held in treasury immediately prior thereto shall be canceled.

4. Bylaws.

The Bylaws of MAB at the Effective Date, shall be the same as its Bylaws in effect immediately before the merger, except that the Heading shall be amended to read as follows:

"Bylaws of NCO Holdings, Inc."

5. Directors and Officers.

The directors and officers of MAB immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Corporation and, subject to the Bylaws of the Surviving Corporation, shall hold office until their respective successors shall have been elected and shall have qualified, subject to removal, resignation or such other change as may otherwise occur.

6. Effective Date.

The merger shall be effective as of the close of business on the date of filing of the Certificate of Merger with the State of Delaware (which date is herein called the "Effective Date").

If any of the mergers of any of the Constituent Corporations into the Surviving Corporation provided for herein are not effective for any reason, the mergers of the remaining Constituent Corporations into the Surviving Corporation shall nevertheless be effective.

7. Amendment.

MAB and the Constituent Corporations, by agreement in writing authorized by their respective Boards of Directors, may amend this Plan of Merger at any time before or after approval hereof by the shareholders of either or both of them, but, after any such approval, no amendment shall be made which substantively changes the terms hereof without the further approval of such shareholders.

8. Further Actions.

To carry out this Plan of Merger, upon approval hereof, the President, any Vice President, the Treasurer and the Secretary of MAB and the Constituent Corporations, respectively, shall be vested with full authority to perform all such further acts and to execute any and all agreements, papers and documents necessary or proper in order to give effect to and to consummate the merger.

9. Expenses.

All charges and expenses necessarily involved in carrying out this Plan of Merger shall be borne by the party that incurred it.

10. Termination.

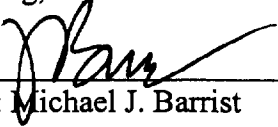
This Plan of Merger may be terminated at any time prior to the Effective Date by the mutual agreement of the Board of Directors of MAB and the Constituent Corporations.

11. Governing Law.

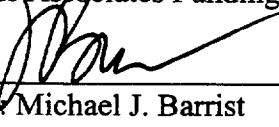
This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, intending to be legally bound hereby, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

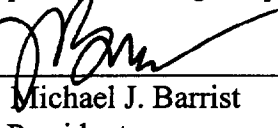
MSC Funding, Inc.

By: 
Print name: Michael J. Barrist
Print title: President

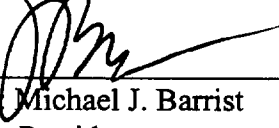
Goodyear & Associates Funding, Inc.

By: 
Print name: Michael J. Barrist
Print title: President

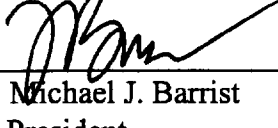
Credit Acceptance Funding Corporation

By: 
Print name: Michael J. Barrist
Print title: President

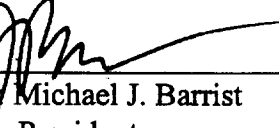
Advantage Financial Services Funding, Inc.

By: 
Print name: Michael J. Barrist
Print title: President

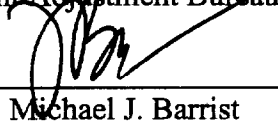
Medsource Funding, Inc.

By: 
Print name: Michael J. Barrist
Print title: President

Co-Source Funding Corp.

By: 
Print name: Michael J. Barrist
Print title: President

Management Adjustment Bureau Funding, Inc.

By: 
Print name: Michael J. Barrist
Print title: President

MSC FUNDING, INC.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of MSC Funding, Inc. ("MSC"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of MSC that MSC merge with and into Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, with MAB surviving such Merger (the "Merger") and MSC going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, MSC and MAB and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of MSC to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of MSC be and they are hereby authorized to execute and deliver the Merger Documents on behalf of MSC and to consummate the Merger.
3. The appropriate officers of MSC are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.
4. The appropriate officers of MSC are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

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This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Steven L. Winokur

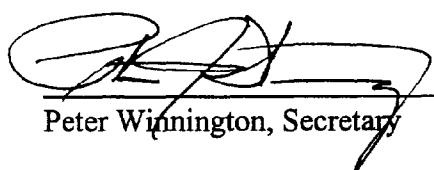

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: _____
Print Name: Steven L. Winokur
Print Title: Executive Vice President

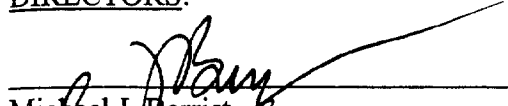
Filed with the undersigned on December 23, 1999.


Peter Winnington, Secretary


This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist

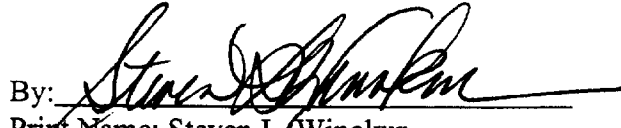


Steven L. Winokur

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur
Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter Winnington, Secretary

GOODYEAR & ASSOCIATES FUNDING INC.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Goodyear & Associates Funding Inc. ("Goodyear"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of Goodyear that Goodyear merge with and into Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, with MAB surviving such Merger (the "Merger") and Goodyear going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, Goodyear and MAB and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of Goodyear to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of Goodyear be and they are hereby authorized to execute and deliver the Merger Documents on behalf of Goodyear and to consummate the Merger.
3. The appropriate officers of Goodyear are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

4. The appropriate officers of Goodyear are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

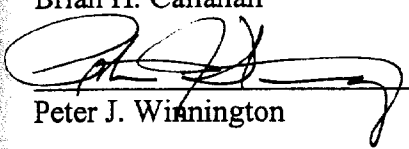
This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Brian H. Callahan



Peter J. Winington

SOLE STOCKHOLDER:

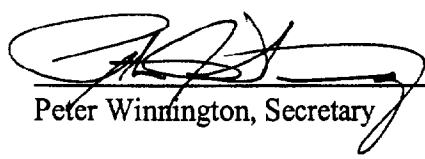
NCO GROUP, INC.

By: _____

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.



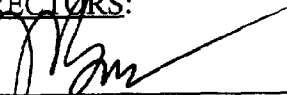
Peter Winington, Secretary

4. The appropriate officers of Goodyear are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist



Brian H. Callahan

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter Winnington, Secretary

CREDIT ACCEPTANCE FUNDING CORPORATION

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Credit Acceptance Funding Corporation ("Credit"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of Credit that Credit merge with and into Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, with MAB surviving such Merger (the "Merger") and Credit going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, Credit and MAB and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of Credit to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of Credit be and they are hereby authorized to execute and deliver the Merger Documents on behalf of Credit and to consummate the Merger.
3. The appropriate officers of Credit are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

4. The appropriate officers of Credit are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Brian H. Callahan



Peter J. Winington

SOLE STOCKHOLDER:

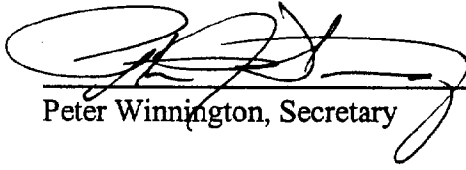
NCO GROUP, INC.

By: _____

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.



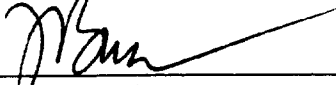
Peter Winington, Secretary

4. The appropriate officers of Credit are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.


This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist

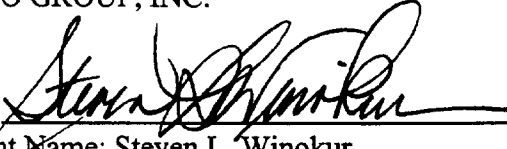


Brian H. Callahan

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur
Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter Winnington, Secretary

ADVANTAGE FINANCIAL SERVICES FUNDING, INC.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Advantage Financial Services Funding, Inc. ("Advantage"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of Advantage that Advantage merge with and into Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, with MAB surviving such Merger (the "Merger") and Advantage going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, Advantage and MAB and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of Advantage to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of Advantage be and they are hereby authorized to execute and deliver the Merger Documents on behalf of Advantage and to consummate the Merger.
3. The appropriate officers of Advantage are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

4. The appropriate officers of Advantage are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Brian H. Callahan


Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: _____
Print Name: Steven L. Winokur
Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

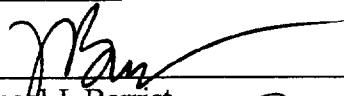

Peter Winnington, Secretary

4. The appropriate officers of Advantage are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.


This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist




Brian H. Callahan

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur
Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter Winnington, Secretary

MEDSOURCE FUNDING, INC.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Medsource Funding, Inc. ("Medsource"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of Medsource that Medsource merge with and into Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, with MAB surviving such Merger (the "Merger") and Medsource going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, Medsource and MAB and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of Medsource to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of Medsource be and they are hereby authorized to execute and deliver the Merger Documents on behalf of Medsource and to consummate the Merger.
3. The appropriate officers of Medsource are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

4. The appropriate officers of Medsource are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

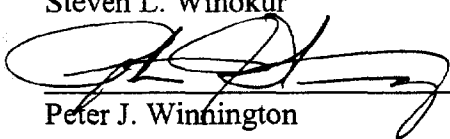
This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Steven L. Winokur



Peter J. Winington

SOLE STOCKHOLDER:

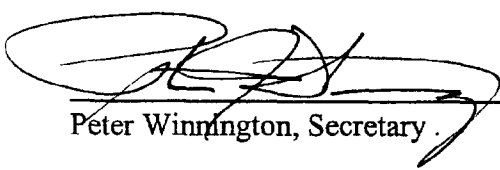
NCO GROUP, INC.

By: _____

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.




Peter Winington, Secretary

4. The appropriate officers of Medsource are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist



Steven L. Winokur

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter Winnington, Secretary

CO-SOURCE FUNDING CORP.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Co-Source Funding Corp. ("Co-Source"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of Co-Source that Co-Source merge with and into Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, with MAB surviving such Merger (the "Merger") and Co-Source going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, Co-Source and MAB and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of Co-Source to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of Co-Source be and they are hereby authorized to execute and deliver the Merger Documents on behalf of Co-Source and to consummate the Merger.
3. The appropriate officers of Co-Source are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

4. The appropriate officers of Co-Source are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Steven L. Winokur



Peter J. Winnington

SOLE STOCKHOLDER:

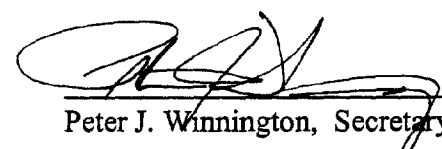
NCO GROUP, INC.

By: _____

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.



Peter J. Winnington, Secretary

4. The appropriate officers of Co-Source are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

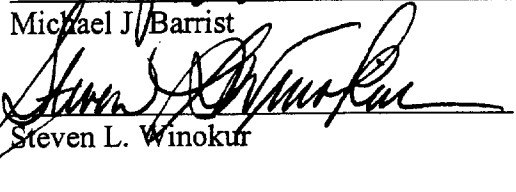
This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist

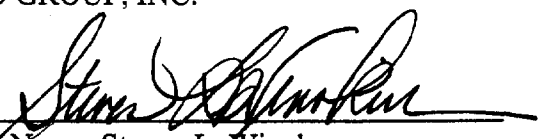


Steven L. Winokur

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur
Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter J. Winnington, Secretary

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MANAGEMENT ADJUSTMENT BUREAU FUNDING, INC.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Management Adjustment Bureau Funding, Inc. ("MAB"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of MAB that Co-Source Funding Corp., ("Co-Source"), MSC Funding, Inc. ("MSC"), Goodyear & Associates Funding, Inc. ("Goodyear"), Credit Acceptance Funding Corporation ("Credit"), Advantage Financial Services Funding, Inc. ("Advantage") and Medsource Funding, Inc. ("Medsource"), which are business corporations of the State of Delaware (Co-Source, MSC, Goodyear, Credit, Advantage and Medsource are collectively referred to as "Constituent Corporations"), merge with and into MAB, with MAB surviving such Merger (the "Merger") and the Constituent Corporations going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, MAB and the Constituent Corporations and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of MAB to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of MAB be and they are hereby authorized to execute and deliver the Merger Documents on behalf of MAB and to consummate the Merger.
3. The appropriate officers of MAB are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

4. The appropriate officers of MAB are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:

Michael J. Barrist

Brian H. Callahan



Peter J. Winnington

SOLE STOCKHOLDER:

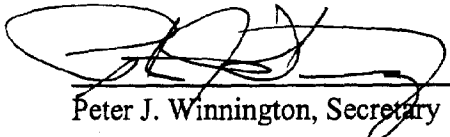
NCO GROUP, INC.

By: _____

Print Name: Steven L. Winokur

Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.



Peter J. Winnington, Secretary

4. The appropriate officers of MAB are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.


This Unanimous Consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist

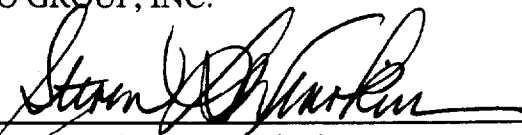


Brian H. Callahan

Peter J. Winnington

SOLE STOCKHOLDER:

NCO GROUP, INC.

By: 

Print Name: Steven L. Winokur
Print Title: Executive Vice President

Filed with the undersigned on December 23, 1999.

Peter J. Winnington, Secretary

RECEIVED IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
RECORDATION OF MERGER

ASSIGNOR: Co-Source Funding Corp.

ASSIGNEE: NCO Holdings, Inc.

MARKS: MILLIKEN & MICHAELS

DATE MAILED: December 3, 2002

FEE: \$40.00

DOCUMENT(S) FILED:

[] RECORDATION OF MERGER
[] AFFIDAVIT - SECTION 8
[] AFFIDAVIT - SECTION 9

COMMENTS: Please find enclosed for recordation a Merger between Co-Source Funding Corp.
with and into NCO Holdings, Inc. 101358-00100