

# F98000003178

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From: Account Name : CORPORATION SERVICE COMPANY  
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## MERGER OR SHARE EXCHANGE

WACHOVIA INSURANCE SERVICES, INC.

EFFECTIVE DATE  
11/1/01

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E-RISK PROGRAMS, LLC, A FLORIDA ENTITY

INTO

**WACHOVIA INSURANCE SERVICES, INC.,** a North Carolina entity,  
F98000003178

File date: December 29, 2000, effective January 1, 2001

Corporate Specialist: Gretchen Harvey

**ARTICLES OF MERGER  
OF  
E-RISK PROGRAMS, LLC,  
a Florida limited liability company  
and  
WACHOVIA INSURANCE SERVICES, INC.,  
a North Carolina corporation**

The following Articles of Merger are submitted on this 28<sup>th</sup> day of December 2000, in accordance with Section 608.4382 of the Florida Limited Liability Company Act:

1. The names of the merging business entities are **E-RISK PROGRAMS, LLC** (the "Disappearing Company"), which is a limited liability company organized under the laws of the State of Florida, and **WACHOVIA INSURANCE SERVICES, INC.** (the "Surviving Corporation"), which is a corporation organized under the laws of the State of North Carolina.
2. The Plan of Merger for merging the Disappearing Company with and into the Surviving Corporation is attached hereto as Exhibit "A."
3. The Plan of Merger was approved and adopted by the sole member of the Disappearing Company by written consent dated as of December 27, 2000, in accordance with Section 608.4381 of the Florida Limited Liability Company Act governing action on a plan of merger.
4. The Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation by written consent dated as of December 27, 2000, in accordance with Section 607.1101 of the Florida Business Corporation Act governing mergers. Approval of the merger by the shareholders of the Surviving Corporation is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act governing action on a plan of merger.
5. The merger shall become effective on January 1, 2001.
6. The address of the principal office of the Surviving Corporation is 101 North Cherry Street, Winston-Salem, North Carolina 27101.
7. The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation of or the rights of dissenting members of the Disappearing Company.
8. The Surviving Corporation agrees to promptly pay to dissenting members of the Disappearing Company the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

[SIGNATURES NEXT PAGE]

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TALLAHASSEE, FLORIDA

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**E-RISK PROGRAMS, LLC,**  
a Florida limited liability company

By:   
Patrick J. Shevlin, Senior Vice President

**WACHOVIA INSURANCE SERVICES, INC.,**  
a North Carolina corporation

By:   
Patrick J. Shevlin, Senior Vice President

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER  
OF  
E-RISK PROGRAMS, LLC  
WITH AND INTO  
WACHOVIA INSURANCE SERVICES, INC.**

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**A. Constituent Entities.** The name of the limited liability company planning to merge is E-Risk Programs, LLC, a Florida limited liability company (the "Merging Limited Liability Company"), and the name of the entity into which the Merging Limited Liability Company proposes to merge and which shall survive is Wachovia Insurance Services, Inc., a North Carolina corporation (the "Surviving Corporation"). The Merging Limited Liability Company and the Surviving Corporation are referred to collectively as the "Constituent Entities". The Merger shall be effective at the time set forth in the Articles of Merger to which this Plan of Merger is attached as Exhibit A (the "Effective Time").

**B. Effect of Merger.** As of the Effective Time, the Merging Limited Liability Company's liabilities and assets of every nature shall become those of the Surviving Corporation by operation of law.

**C. Conversion of Shares.**

1. At the Effective Time, all membership interests of the Merging Limited Liability Company issued and outstanding immediately prior to the Effective Time shall be canceled.
2. The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

**D. Articles of Incorporation.** The Articles of Incorporation and Bylaws of Wachovia Insurance Services, Inc., as constituted immediately prior to the Effective Time, shall become the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Time.

**E. Officers and Directors.** The persons serving as officers and directors of the Surviving Corporation immediately prior to the Effective Time shall serve as officers and directors of the Surviving Corporation after the Effective Time. Those persons serving as officers of the Merging Corporation will not be officers of the Surviving Corporation unless appointed by separate resolutions of the Board of Directors of the Surviving Corporation.

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**E-RISK PROGRAMS, LLC,**  
a Florida limited liability company

By:   
Patrick J. Shevlin, Senior Vice President

**WACHOVIA INSURANCE SERVICES, INC.,**  
a North Carolina corporation

By:   
Patrick J. Shevlin, Senior Vice President

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