

F98000003178

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From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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MERGER OR SHARE EXCHANGE

WACHOVIA INSURANCE SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVIS BALDWIN, INC., a Florida corp., S60072

INTO

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

File date: December 28, 2000, effective January 1, 2001

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
DAVIS BALDWIN, INC.,
a Florida corporation
and
WACHOVIA INSURANCE SERVICES, INC.,
a North Carolina corporation**

EFFECTIVE DATE

11/1/01

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The following Articles of Merger are submitted on this 28th day of December 2000, in accordance with the Florida Business Corporation Act, pursuant to Section 607.1107 governing mergers with foreign corporations:

1. The names of the merging corporations are DAVIS BALDWIN, INC. (the "Disappearing Corporation"), which is a corporation 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 Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A."
3. The merger shall become effective on January 1, 2001.
4. The Plan of Merger was approved and adopted by the sole shareholder of the Disappearing Corporation by written consent dated as of December 27, 2000.
5. 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. 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.

DAVIS BALDWIN, INC.,
a Florida corporation

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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**PLAN OF MERGER
OF
DAVIS BALDWIN, INC.
WITH AND INTO
WACHOVIA INSURANCE SERVICES, INC.**

A. Constituent Corporations. The name of the corporation planning to merge is Davis Baldwin, Inc., a Florida corporation (the "Merging Corporation"), and the name of the entity into which the Merging Corporation proposes to merge and which shall survive is Wachovia Insurance Services, Inc., a North Carolina corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are referred to collectively as the "Constituent Corporations". 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 Corporation'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, each share of common stock of the Merging Corporation 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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