H07987

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

700002377177--0
-12/19/97--01005--003
****140.00 ****140.00

700002377177--0
-12/19/97--01005--002
*****61.25 ~~******8.61~~
61.25

CORPORATION(S) NAME

NationsBanc Enterprises Inc. (NC), Boatmen's Investment Services, Inc. (MO), Boatmen's Investment Services of Arkansas, Inc. (AR) merging into:
NationsBanc Investments, Inc. (FL)

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

(X) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
( ) Fictitious Name Filing

(X) Certified Copy

( ) Photo Copies

(X) CUS

( ) Call When Ready
(●) Walk In
( ) Mail Out

( ) Call if Problem
( ) Will Wait

( ) After 4:30
(●) Pick Up

FILED
97 DEC 15 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 15 PM 12:24
DIVISION OF CORPORATIONS

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

DEC 15 1997

EFFECTIVE DATE
~~JAN 1 1998~~
JAN 1 1998

12/19

Joy
merger + C.C. CUS.

9

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSBANC ENTERPRISE, INC., a North Carolina corporation, F93000003205

BOATMEN'S INVESTMENT SERVICES, INC., a Missouri corporation, not qualified in Florida

BOATMEN'S INVESTMENT SERVICES OF ARKANSAS, INC., an Arkansas corporation, not qualified in Florida

INTO

NATIONSBANC INVESTMENTS, INC., a Florida corporation, H07987

File date: December 15, 1997, effective January 1, 1998

Corporate Specialist: Joy Moon-French

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NATIONSBANC INVESTMENTS, INC.
Ref. Number: H07987

We have received your document for NATIONSBANC INVESTMENTS, INC. and check(s) totaling $140.00. However, your check(s) and document are being returned for the following:

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

97 DEC 18 PM 3:54
DIVISION OF CORPORATION
RECEIVED

Joy Moon-French
Corporate Specialist

Letter Number: 997A00059010

Please back date
Thanks

Need CC & CUS now Also

FILED

97 DEC 15 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
for the merger of
NATIONSBANC ENTERPRISE, INC., a North Carolina Corporation,
BOATMEN'S INVESTMENT SERVICES, INC., a Missouri Corporation,
and
BOATMEN'S INVESTMENT SERVICES OF ARKANSAS, INC., an Arkansas Corporation
into
NATIONSBANC INVESTMENTS, INC., a Florida Corporation

EFFECTIVE DATE
JAN 1 1998

1. The Plan of Merger is attached to and made a part of these Articles of Merger.

2. (a) NationsBanc Enterprise, Inc. is authorized to issue 10,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding and all of which are owned by NationsBank, N.A., a national bank. On December 11, 1997, the shareholder of NationsBanc Enterprise, Inc. executed a shareholder consent to approve the Plan of Merger.

(b) Boatmen's Investment Services, Inc. is authorized to issue 50,000 shares of common stock, $10.00 par value, of which 10,000 shares are issued and outstanding and all of which are owned by NationsBank, N.A., a national bank. On December 11, 1997, the shareholder of Boatmen's Investment Services, Inc. executed a shareholder consent to approve the Plan of Merger.

(c) Boatmen's Investment Services of Arkansas, Inc. is authorized to issue 1,000 shares of common stock, $1.00 par value, of which 1,000 shares are issued and outstanding and all of which are owned by NationsBank, N.A., a national bank. On December 11, 1997, the shareholder of Boatmen's Investment Services of Arkansas, Inc. executed a shareholder consent to approve the Plan of Merger.

(d) NationsBanc Investments, Inc. is authorized to issue 1,000 shares of common stock, $20.00 par value, of which 1,000 shares are issued and outstanding and all of which are owned by NationsBank, N.A., a national bank. On December 11, 1997, the shareholder of NationsBanc Investments, Inc. executed a shareholder consent to approve the Plan of Merger.

3. These Articles of Merger shall be effective at 12:01 A.M. on January 1, 1998.

Dated Dec. 11, 1997

NATIONSBANC INVESTMENTS, INC.

By: [signature]
Mark H. Williamson, President

[seal]

Attested by: [signature]
Edward J. Stark, Secretary

Dated December 17, 1997

NATIONSBANC ENTERPRISE, INC.

By: ______________________
Edward J. Stark, Secretary

Dated December 17, 1997

BOATMEN'S INVESTMENT SERVICES, INC.

By: ______________________
Edward J. Stark, Secretary

Dated December 17, 1997

BOATMEN'S INVESTMENT SERVICES OF ARKANSAS, INC.

By: ______________________
Edward J. Stark, Secretary

PLAN OF MERGER

Merging

NATIONSBANC ENTERPRISE, INC., a North Carolina Corporation,

BOATMEN'S INVESTMENT SERVICES, INC., a Missouri Corporation,

and

BOATMEN'S INVESTMENT SERVICES OF ARKANSAS, INC., an Arkansas Corporation

into

NATIONSBANC INVESTMENTS, INC., a Florida Corporation

PLAN OF MERGER (this "Plan") of NationsBanc Investments, Inc. ("NBII"), a Florida corporation, NationsBanc Enterprise, Inc. ("NBEI"), a North Carolina corporation, Boatmen's Investment Services, Inc. ("BISI"), a Missouri corporation, and Boatmen's Investment Services of Arkansas, Inc. ("BISA"), an Arkansas corporation. NBII, NBEI, BISI, and BISA are wholly-owned subsidiaries of NationsBank, N.A., a national bank.

ARTICLE I
Definitions

1.1 Definitions. As used in this Plan, the following terms shall have the respective meanings set forth below:

"*ABCA*" means the Arkansas Business Corporation Act.

"BISA Common Stock" means the common stock, par value $20.00 per share, of BISA.

"BISI Common Stock" means the common stock, par value $10.00 per share, of BISI.

"*Effective Date*" means the effective date of the Merger.

"*Effective Time*" means the effective time of the Merger.

"*FBCA*" means the Florida Business Corporation Act.

"*MGBCL*" means the General and Business Corporation Law of Missouri.

"NBEI Common Stock" means the common stock, no par value, of NBEI.

"*NBII Common Stock*" means the common stock, par value $20.00 per share, of NBII.

"*NCBCA*" means the North Carolina Business Corporation Act.

ARTICLE II
Terms of the Merger

2.1 Parties to the Merger. The names of the corporations to be merged are NationsBanc Investments, Inc. ("NBII"), NationsBanc Enterprise, Inc. ("NBEI"), Boatmen's Investment Services, Inc. ("BISI"), and Boatmen's Investment Services of Arkansas, Inc. ("BISA"). At the Effective Time, NBEI, BISI, and BISA shall merge with and into NBII (the "Merger"), the separate corporate existence of NBEI, BISI, and BISA shall cease and NBII shall survive and continue to exist as a Florida corporation (NBII, as the surviving corporation in the Merger, sometimes being referred to herein as the "Surviving Corporation").

2.2 Effect of the Merger. The Merger shall become effective upon the occurrence of the filing of the Articles of Merger with the Florida Department of State (the "Department of

State") in accordance with Section 607.0123 of the FBCA and the filing of the Articles of Merger in the offices of the Secretaries of State of North Carolina, Missouri, and Arkansas, respectively, in accordance with Section 55-1-23 of the NCBCA, Section 351.048 of the MGBCL, and Section 4-27-123 of the ABCA, or such later date and time as may be set forth in such articles. The Merger shall have the effects prescribed in the FBCA, the NCBCA, the MGBCL, and the ABCA.

2.3 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of NBII in effect immediately prior to the Effective Time shall continue in full force and effect after the Merger until amended or repealed in a manner provided by law.

2.4 Directors and Officers of NBII. The directors and officers of NBII immediately after the Merger shall be the directors and officers of NBII immediately prior to the Effective Time, until such time as their successors shall be duly elected and qualified.

ARTICLE III
Manner and Basis of Converting Shares

3.1 Merger Consideration. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any person:

(a) *Outstanding NBII Common Stock.* The authorized capital stock of NBII is 1,000 shares of common stock, $20.00 par value ("NBII Common Stock"), of which 1,000 shares are validly issued and outstanding, fully paid and non-assessable and all of which are owned by NationsBank, N.A. Each share of NBII issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding after the Merger.

(b) *Outstanding NBEI Common Stock.* The authorized capital stock of NBEI is 10,000 shares of common stock, no par value ("NBEI Common Stock"), of which 1,000 shares are validly issued and outstanding, fully paid and non-assessable and all of which are owned by NationsBank, N.A. The authorized capital stock of NBEI immediately prior to the Effective Time shall be canceled at the Effective Time and no consideration shall be issued in exchange therefor.

(c) *Outstanding BISI Common Stock.* The authorized capital stock of BISI is 50,000 shares of common stock, $10.00 par value ("BISI Common Stock"), of which 10,000 shares are validly issued and outstanding, fully paid and non-assessable and all of which are owned by NationsBank, N.A.. The issued and authorized capital stock of BISI immediately prior to the Effective Time shall be canceled at the Effective Time and no consideration shall be issued in exchange therefor.

(d) *Outstanding BISA Common Stock.* The authorized capital stock of BISA is 1,000 shares of common stock, $20.00 par value ("BISA Common Stock"), of which 1,000 shares are validly issued and outstanding, fully paid and non-assessable, and all of which are owned by NationsBank, N.A.. The issued and authorized capital stock of BISA immediately prior to the Effective Time shall be canceled at the Effective Time and no consideration shall be issued in exchange therefor.

3.2 Rights as Stockholders; Stock Transfers. At the Effective Time, holders of BISI Common Stock, BISA Common Stock, and NBEI Common Stock shall cease to be, and shall have no rights as, stockholders of BISI, BISA, and NBEI. At the Effective Time, there shall be no transfers on the stock transfer books of BISI, BISA, NBEI or the Surviving Corporation of shares of BISI, BISA, or NBEI Common Stock.

3.3 Cancellation of Shares. At the Effective Time, all the authorized, issued and outstanding shares of BISI Common Stock, BISA Common Stock, and NBEI Common Stock shall be canceled. No consideration shall be issued in exchange for the issued and outstanding shares of BISI, BISA, and NBEI Common Stock.

ARTICLE IV
Conditions to the Merger

4.1 Consummation of the Merger is conditioned upon the following:

(a) Approval of this Plan by the Board of Directors and shareholder of the parties;

(b) Receipt of required regulatory approvals;

(c) Absence of governmental action prohibiting consummation;

(d) Receipt of all required permits and authorizations under state securities laws; and

(e) Performance of all required obligations by the respective parties and receipt by the parties of appropriate documents to such effect.

ARTICLE V
Termination

5.1 Termination of Merger. The Boards of Directors of NBII, NBEI, BISI, and BISA may terminate and abandon the Merger at any time prior to the issuance of the Certificate of Merger, subject to any contractual rights, without further shareholder action, in such manner as shall be agreed upon by such Boards of Directors.