

H07987

Bank of America



March 24, 2000

Bank of America Corporation
Legal Department
NC1-007-20-01
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Charlotte, NC 28255

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Florida Department of State
Amendment Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Merger

To Whom it May Concern:

Enclosed for filing are one original and one copy of Articles of Merger. Also enclosed is our check # 0003710214 in the amount of \$78.50 in payment of the filing fee (2 corporations @ \$35.00 each, plus one certified copy @ \$8.50).

Please return a Certified Copy of the Merger Merger to my attention in the enclosed Airborne envelope.

If you have any questions, please feel free to contact me at the number above. Thank you for your assistance.

Best regards,

Brenda Mareski, CLA
Paralegal

Attachments

EFFECTIVE DATE
3/31/2000

00 MAR 27 PM 12:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/27/00--01148--008
*****78.50 *****78.50

Merger

V. SHEPARD APR 5 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARNETT ANNUITIES CORPORATION, a Florida corporation, P95000060148

INTO

BANC OF AMERICA INVESTMENT SERVICES, INC., a Florida entity, H07987

File date: March 27, 2000, effective March 31, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

FILED
00 MAR 27 PM 12: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

EFFECTIVE DATE
3/31/2000

FIRST: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Banc of America Investment Services, Inc.	Florida

SECOND: The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Barnett Annuities Corporation	Florida

THIRD: The Plan of Merger is attached.

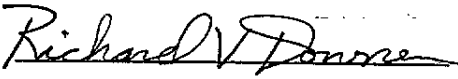
FOURTH: The merger shall become effective on March 31, 2000.

FIFTH: Adoption of Merger by **surviving** corporation – The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on March 15, 2000.

SIXTH: Adoption of Merger by **merging** corporation – The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on March 15, 2000.

SEVENTH: SIGNATURES FOR EACH CORPORATION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Banc of America Investment Services, Inc.		Richard V. Downen President
Barnett Annuities Corporation	_____	Paul L. Merritt President

SEVENTH: SIGNATURES FOR EACH CORPORATION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Banc of America Investment Services, Inc.	_____	Richard V. Downen President
Barnett Annuities Corporation		Paul L. Merritt President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Banc of America Investment Services, Inc.

Florida

2. The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Barnett Annuities Corporation

Florida

3. The terms and conditions of the merger are as follows:

a. The Articles of Incorporation of Banc of America Investment Services, Inc. in effect on the date of the merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

b. The by-laws of Banc of America Investment Services, Inc. as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

c. The directors and officers of Banc of America Investment Services, Inc. shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

4. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of the Banc of America Investment Services, Inc. which shall be issued and outstanding on the effective date of this merger shall remain issued and outstanding.

Each share of common stock of Barnett Annuities Corporation which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.