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(Requestor's Name)

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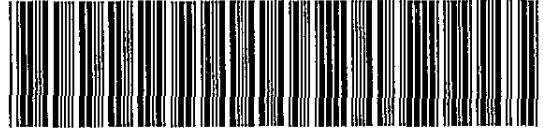
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

M03-1012

eff 5-30-02



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 089788 167868A  
AUTHORIZATION : Patricia Pigute  
COST LIMIT : \$ 90.00

ORDER DATE : May 12, 2003  
ORDER TIME : 1:12 PM  
ORDER NO. : 089788-010  
CUSTOMER NO: 167868A

CUSTOMER: Ms. Beverly Jackson  
Wachovia Corporation  
One First Union Center, Nc0630  
301 South College Street-30th  
Charlotte, NC 28288-0630

TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

WACHOVIA SECURITIES FINANCIAL  
NETWORK, INC.

INTO

WACHOVIA SECURITIES FINANCIAL  
NETWORK, LLC

EFFECTIVE DATE: MAY 30, 2003 @ 5PM EASTERN TIME

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

Execution Copy

ARTICLES OF MERGER

of

WACHOVIA SECURITIES FINANCIAL NETWORK, INC.

694937

into

WACHOVIA SECURITIES FINANCIAL NETWORK, LLC

MO3-1012

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act ("FBCA"), the undersigned corporation and limited liability company do hereby make and execute these Articles of Merger for the purpose of merging Wachovia Securities Financial Network, Inc., a Florida corporation, into Wachovia Securities Financial Network, LLC, a Delaware limited liability company (the "Merger"):

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Wachovia Securities Financial Network, Inc. 901 East Byrd St. Richmond, VA 23219	Florida	For Profit Corporation
Wachovia Securities Financial Network, LLC 901 East Byrd St. Richmond, VA 23219	Delaware	Limited Liability Company

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Wachovia Securities Financial Network, LLC 901 East Byrd St. Richmond, VA 23219	Delaware	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108 of the FBCA, and was approved by each domestic corporation that is a party to the Merger in accordance with Chapter 607 of the FBCA.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the Merger in accordance with the laws of the State of Delaware.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or the rights of any dissenting shareholders of each domestic corporation that is a party to the Merger.

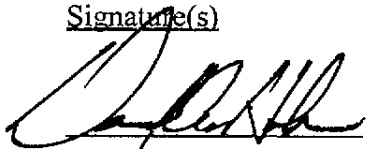

SIXTH: The surviving entity has agreed to pay the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

SEVENTH: The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the Merger.

EIGHTH: The Merger shall become effective as of 5 p.m. Eastern Time on May 30, 2003.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Name of Individual</u>	<u>Date</u>
Wachovia Securities Financial Network, Inc.		David A. Hebner	May 8, 2003
Wachovia Securities Financial Network, LLC		David A. Hebner	May 8, 2003

ELEVENTH: A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A.

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JAMES HASSELL, JR.  
CLERK OF THE COURT

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**Exhibit A**

Agreement and Plan of Merger

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**AGREEMENT AND PLAN OF MERGER**  
**merging**  
**WACHOVIA SECURITIES FINANCIAL NETWORK, INC.**  
**(a Florida corporation),**  
**with and into**  
**WACHOVIA SECURITIES FINANCIAL NETWORK, LLC**  
**(a Delaware limited liability company)**

AGREEMENT AND PLAN OF MERGER, dated as of May 8, 2003, by and between WACHOVIA SECURITIES FINANCIAL NETWORK, INC., a Florida corporation ("FINET"), and WACHOVIA SECURITIES FINANCIAL NETWORK, LLC, a Delaware limited liability company ("LLC"), with the following recitals:

**RECITALS**

A. FINET is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. FINET has two classes of shares, one is designated as voting common stock, 25,000,000 of which have been authorized and 7,650,000 of which are currently outstanding and the second is designated as non-voting preferred stock, 1,000,00 of which have been authorized and none of which are outstanding.

B. LLC is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Delaware.

C. EVEREN Capital Corporation ("ECC") is the sole stockholder of FINET.

D. ECC is the sole member of LLC.

E. ECC desires that FINET merge with and into LLC (the "Merger"), with LLC surviving, upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Delaware and the State of Florida.

F. This Agreement and Plan of Merger and the Merger have been duly approved by the Board of Directors and the sole shareholder of FINET in accordance with Section 607.1103 of the Florida Business Corporation Act (the "FBCA").

G. This Agreement and Plan of Merger and the Merger have been duly approved by the Board of Managers and the sole member of LLC in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA").

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

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ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 05-08-2003 BY SP-10/ML/STP

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## ARTICLE I

### General

1.01. The Merger. LLC and FINET shall effect the Merger in accordance with and subject to the terms and conditions of this Agreement and Plan of Merger, the DLLCA and the FBCA. At the Effective Time (as defined in Section 1.02 hereof), FINET shall be merged with and into LLC, and the separate existence of FINET shall cease, all with the effect provided in the FBCA and the DLLCA; including without limitation, that all of the rights, privileges and powers of FINET and all property, real, personal and mixed, and all debts due to FINET, as well as all other things and causes of action belonging to FINET and all liabilities and obligations of FINET shall be transferred to and vested in LLC, as the surviving entity, and shall thereafter be the property and obligations of LLC as they were of FINET prior to the Merger, and no such assets or liabilities shall revert or be in any way impaired by reason of the Merger. LLC shall be the surviving company in the Merger and is sometimes hereinafter called the "Surviving Company".

1.02. Effectiveness. A Certificate of Merger, Articles of Merger and such other documents and instruments as are required by, and complying in all respects with, the FBCA and/or DLLCA, shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 5 p.m. Eastern Time on May 30, 2003 (the "Effective Time").

1.03. Further Assurances. If at any time LLC, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in LLC its rights, title or interest in, to or under any of the rights, properties or assets of FINET acquired or to be acquired by LLC as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement and Plan of Merger, FINET and its proper officers and directors shall be deemed to have granted to LLC an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in LLC and otherwise to carry out the purposes of this Agreement and Plan of Merger; and the proper officers and managers of LLC are fully authorized in the name of FINET or otherwise to take any and all such actions.

## ARTICLE II

### Conversion of Securities

2.01. Securities of Each Merged Subsidiary. At the Effective Time, all of the issued and outstanding shares of FINET shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefor and shall cease to exist. As the sole stockholder of FINET and the sole member of LLC, ECC shall receive value for such cancelled shares through its ownership interest in LLC.

**ARTICLE III**  
Miscellaneous Provisions

3.01. Certificate of Formation and Operating Agreement. The Certificate of Formation of LLC, as in effect immediately preceding the Effective Time (the "Certificate of Formation"), shall be the Certificate of Formation of the Surviving Company until amended in accordance with applicable law. The Operating Agreement of LLC, as in effect immediately preceding the Effective Time (the "Operating Agreement"), shall be unaffected by the Merger and shall be the Operating Agreement of the Surviving Company until amended in accordance with such Operating Agreement and the Certificate of Formation.

3.02. Management. The officers and managers of LLC will be the officers and managers of the Surviving Company after the Effective Time in accordance with the terms of the Operating Agreement and applicable law. The names and business addresses of each such manager are as follows:

	<u>Names</u>	<u>Address</u>
1.	Gregg S. Glaser	901 East Byrd Street Richmond, VA 23319
2.	John A. Peluso	901 East Byrd Street Richmond, VA 23319
3.	Karen H. Wimbish	901 East Byrd Street Richmond, VA 23319

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3.03. Abandonment. At any time prior to the time a Certificate of Merger filed with the Secretary of State of the State of Delaware or the Articles of Merger filed with the Secretary of State of the State of Florida becomes effective, the transactions contemplated by this Agreement and Plan of Merger may be abandoned and such Certificates terminated in accordance with Section 18-209(b) of the DLLCA and Section 607.1103(9) of the FBCA, as applicable, and any other applicable law.

3.04. Governing Law. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

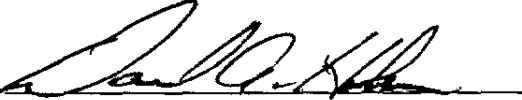
3.05. Counterparts. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

*Signature Page to Follow*




IN WITNESS WHEREOF, the undersigned have set their hand and seal on the first date above written.

**WACHOVIA SECURITIES FINANCIAL  
NETWORK, INC.**

By:   
Name: David A. Hebner  
Title: Senior Vice President

**WACHOVIA SECURITIES FINANCIAL  
NETWORK, LLC**

By:   
Name: David A. Hebner  
Title: Senior Vice President

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