

215575



October 3, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Bank of America
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Tel 704.386.1621
Fax 704.387.0108

Writers Direct Dial:
704.386.7483

To Whom It May Concern:

Enclosed for filing are one original and one copy of Articles of Merger.

Also enclosed is our check in the amount of \$70.00 in payment of the filing fee (2 corporations @ \$35.00 each).

Please return a file-stamped copy of the Articles to my attention in the enclosed envelope.

If you have any questions, please contact me at 704/386-7483. Thank you for your assistance.

Best regards,

Brenda Mareski, CLA
Assistant Vice President

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*****70.00 *****70.00

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 15 AM 10:06

Merger

V. SHEPARD OCT 18 2001



Official Sponsor 2000-2004
U.S. Olympic Team



ARTICLES OF MERGER
Merger Sheet

MERGING:

LEE FIRST INC., a Florida corporation, 215575

INTO

TENNESSEE NATIONALEASE CORPORATION, a Tennessee entity not
qualified in Florida.

File date: October 15, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

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

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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tennessee National Lease Corporation</u>	<u>Tennessee</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lee First, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 10 / 15 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 24, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 24, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tennessee NationalLease Corporation</u>	<u>Tennessee</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lee First, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Lee First, Inc. will merge with and into Tennessee NationalLease Corporation, which will survive. The articles of incorporation, bylaws, directors and officers of Tennessee NationalLease Corporation shall continue to be the articles of incorporation, bylaws, directors and officers of the surviving corporation.

Fourth: 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, or 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 capital stock of Tennessee NationalLease Corp. issued and outstanding at the time of the Merger shall remain issued and outstanding. Each share of capital stock of Lee First, Inc. issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: