



THE UNITED STATES
CORPORATION
COMPANY

432283

ACCOUNT NO. : 072100000032

REFERENCE : 206566 80746A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 31, 1996

ORDER TIME : 11:34 AM

ORDER NO. : 206566-005

CUSTOMER NO: 80746A

CUSTOMER: Keith Sands, Esq
Franson Aldridge & Sands, P.a.
Suite 200
1551 Atlantic Boulevard
Jacksonville, FL 32207

FILED
96 DEC 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002042444--2
-12/31/96--01064--026
****122.50 ****122.50

ARTICLES OF MERGER

ABFI, INC.

INTO

AMERICAN BANKS OF FLORIDA, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

M HENDRICKS DEC 31 1996

RECEIVED
96 DEC 31 PM 12:11
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

ABFI, INC., A FLORIDA CORPORATION, F28483

INTO

AMERICAN BANKS OF FLORIDA, INC., a Florida corporation, 432283

File date: December 31, 1996

Corporate Specialist: Nancy Hendricks

PLAN AND ARTICLES OF MERGER

FILED
96 DEC 31 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement") is made and entered into this 27th day of December, 1996, by and between **ABFI, INC.**, a Florida Corporation (hereinafter referred to as "ABFI") and **AMERICAN BANKS OF FLORIDA, INC.**, a Florida Corporation (hereinafter referred to as "ABF". In this Agreement, **ABFI** and **ABF** are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation".

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that **ABFI** (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into **ABF** and that **ABF** (hereinafter sometimes referred to as the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, as authorized by the statutes of the State of Florida under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms

and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

ARTICLE I
Constituent Corporations

(a) ABFI, a corporation organized and existing under the general laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on April 6, 1981, has an authorized capitalization of 750 shares of capital stock, such authorized capitalization consisting of Seven Hundred Fifty (750) shares of voting common stock, \$10.00 per share par value for an aggregate par value of Seven Thousand Five Hundred dollars (\$7,500.00) of which are presently issued and outstanding.

(b) ABF, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on August 7, 1973, has an authorized capitalization of Four Million (4,000,000) shares of capital stock, such authorized capital stock consisting of Two Million (2,000,000) shares of voting common stock, \$1.00 per share par value for an aggregate par value of \$2,000,000.00, One Million, Two Hundred Sixty-Nine Thousand, Ninety-One (1,269,091) of which are presently issued and outstanding, and Two Million (2,000,000) shares of voting preferred stock, \$1.00 per share par value for an aggregate par value of \$2,000,000.00, Forty-Five Thousand, Four Hundred One and 476/1000 (45,401.476) shares of which are presently issued and outstanding.

ARTICLE II
Merger

ABFI shall be, and it hereby is effective December 31, 1996, merged with and into ABF, AND ABF shall, and it hereby does, merge ABFI with and into itself. ABF shall be the surviving corporation in the merger and

shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at 2031 Hendricks Avenue, Jacksonville, Florida.

ARTICLE III
Articles of Incorporation and Amendment

In connection with the merger, the existing Articles of Incorporation of the Surviving Corporation shall remain as the Articles of Incorporation of the Surviving Corporation.

ARTICLE IV
Terms and Conditions

The terms and conditions of the merger are as follows:

(a) Until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

(b) Until altered, amended or repealed, the by-laws of the Surviving Corporation in effect on the effective date of the merger shall be the by-laws of the Surviving Corporation.

(c) The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been elected and qualify, unless they earlier die, resign or are removed.

(d) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation

shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V
Approvals by the Constituent Corporations

(a) The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each Constituent Corporation in the manner and by the vote required by its charter and the laws of the state of its incorporation.

(b) ABFI is a wholly owned subsidiary of ABF.

(c) Shareholder approval of the Constituent Corporations is not required.

(d) The merger contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.

(e) This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Constituent Corporations on 18th day of November, 1996.

(f) Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective as of the close of business on December 31, 1996.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida.

ATTEST:

T. KEITH PERRY

Its: Secretary

ABFI, INC.

By:

T. KEITH PERRY

Its: Vice President

ATTEST:

T. KEITH PERRY

Its: Secretary

AMERICAN BANKS OF FLORIDA, INC.

By:

T. KEITH PERRY

Its: Executive Vice President

STATE OF FLORIDA

COUNTY OF DUVAL

I, a Notary Public, do hereby certify that on this 27th day of December, 1996, personally appeared before me T. KEITH PERRY, who, being by me first duly sworn, declared and acknowledged that he is the Vice President and Secretary of ABFI, Inc., a Florida Corporation, that he signed the foregoing instrument on behalf of the Corporation, and that the statements therein contained are true.

Mary Colleen Chappell
Notary Public

State of Florida at Large

My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF DUVAL

I, a Notary Public, do hereby certify that on this 27th day of December, 1996, personally appeared before me T. KEITH PERRY, who, being by me first duly sworn, declared and acknowledged that he is the Executive Vice President and Secretary of AMERICAN BANKS OF FLORIDA, INC., a Florida Corporation, that he signed the foregoing instrument on behalf of the Corporation, and that the statements therein contained are true.

Mary Colleen Chappell
Notary Public

State of Florida at Large

My Commission Expires: _____

