

**CORPORATE
ACCESS,
INC.**

433822

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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2002 AUG - 1 PM 2:06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger

1.) *BMA Residuals, Inc.*
(CORPORATE NAME & DOCUMENT #)

700006849057-5
-08/01/02-01009-012
*****78.75 *****78.75

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
08-09-02

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
02 AUG - 1 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

C. Coulliette AUG 01 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARNETT LEASING COMPANY, a Florida corporation, 433822

INTO

BANA RESIDUALS, INC., a Tennessee entity not qualified in Florida

File date: August 1, 2002, effective August 9, 2002

Corporate Specialist: Cheryl Coulliette

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>
BANA Residuals, Inc.	Tennessee

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

<u>Name</u>	<u>Jurisdiction</u>
Barnett Leasing Company	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on Aug. 9, 2002.

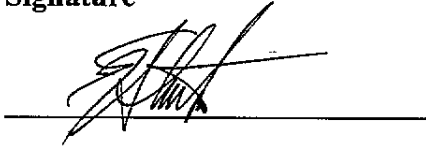

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 19, 2002.

EFFECTIVE DATE
08-09-02

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on July 19, 2002.

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.

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
BANA Residuals, Inc. President		Edward J. Stark,
Barnett Leasing Company President		Vance H. Rutledge,

PLAN OF MERGER
merging
Barnett Leasing Company
Into
BANA Residuals, Inc.

Pursuant to this Plan of Merger, Barnett Leasing Company shall be merged ("Merger") with and into BANA Residuals, Inc., a corporation organized and existing under the laws of Tennessee.

The Merger shall be in accordance with the following terms and conditions:

- FIRST: Upon the Merger becoming effective, Barnett Leasing Company shall be merged with BANA Residuals, Inc., which shall be the surviving corporation.
- SECOND: The Articles of Incorporation of BANA Residuals, Inc. in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.
- THIRD: Additional terms and conditions of the Merger are as follows:
- (a) The bylaws of BANA Residuals, Inc. as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
 - (b) The directors and officers of BANA Residuals, Inc. shall continue in office upon and after the time of the Merger.
 - (c) The Merger shall become effective upon the filing of the Articles of Merger or on such other date and time as the officers of the surviving corporation shall deem appropriate.
- FOURTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:
- (a) Each share of capital stock of BANA Residuals, Inc. issued and outstanding at the time of the Merger shall remain issued and outstanding.
 - (b) Each share of capital stock of Barnett Leasing Company issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.
- FIFTH: The constituents of the Merger intend the merger to qualify under the Internal Revenue Code ("IRC") Section 368(a)(1)(A).

SIXTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of BANA Residuals, Inc. at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of Barnett Leasing Company at any time prior to the filing of the articles of merger.

SEVENTH: All of the property, rights, privileges, leases and patents of Barnett Leasing Company are to be transferred to and become the property of BANA Residuals, Inc., the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which maybe needed to effectuate a full and complete transfer of ownership.