

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086

681965



ACCOUNT NO. : 072100000032

REFERENCE : 197486 167868A

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Pizutto

SECRETARY OF COMMERCE
TALLAHASSEE, FLORIDA

95 DEC 23 PM 2:35

FILED

ORDER DATE : December 20, 1996

EFFECTIVE DATE
12/31/96

ORDER TIME : 10:22 AM

ORDER NO. : 197486-025

500002035995--1

CUSTOMER NO: 167868A

CUSTOMER: Valerie Daniel, Legal Asst
First Union Corporation
One First Union Center
Legal Dept. - 31st Floor
Charlotte, NC 28288

ARTICLES OF MERGER

BANCFLOIDA INVESTMENT
SERVICES, INC. ET AL

INTO

ABCA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

N. HENDRICKS DEC 26 1996

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

RECEIVED

95 DEC 23 PM 2:35



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: ABCA, INC.
Ref. Number: 681965

We have received your document for ABCA, INC. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The suffix of the third merging corporation listed should be spelled out. See the enclosed print out. Please correct suffix throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 696A00057013

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BANCFLOIDA INVESTMENT SERVICES, INC., A FLORIDA CORPORATION,
J60791.

MERITOR SERVICE CORPORATION OF FLORIDA, INC., A FLORIDA
CORPORATION, 621964.

DAVIS BOULDEVARD SERVICE CORPORATION, A FLORIDA
CORPORATION, L43492.

INTO

ABCA, INC., a Florida corporation, 681965.

File date: December 23, 1996 , effective December 31, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 140.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER

Merger of

BancFlorida Investment Services, Inc.,

Meritor Service Corporation of Florida, Inc.

and

Davis Boulevard Service Corporation

(Each a Florida corporation and
referred to hereafter as the "Merging Corporations")

into

ABCA, Inc.

(A Florida corporation and
referred to hereafter as "Surviving Corporation")

These Articles of Merger are delivered to the Secretary of State of Florida for filing pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act (the "FBCA").

Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Plan of Merger (the "Plan") providing for the merger of the Merging Corporations with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The shareholders of the Merging Corporations approved the Plan as of December 15, 1996. The shareholders of the Surviving Corporation were not required to approve the Plan pursuant to Section 607.1103(7) of the FBCA.
- (b) The boards of directors of each of the Merging Corporations and the Surviving Corporation approved the Plan as of December 15, 1996.

Section 3. Effective Time.

The Effective Time of the Merger shall be at 11:59 P.M. on December 31, 1996.

FILED
96 DEC 23 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/96

Effective as of the 15th day of December, 1996.

Surviving Corporation:

ABCA, Inc.

By: 

Name: J. Thomas Dunn

Its: Senior Vice President

Attest: 

Name: Valerie D. Daniel

Its: Assistant Secretary

PLAN OF MERGER

Merging

BancFlorida Investment Services, Inc.,

Meritor Service Corporation of Florida, Inc.

and

Davis Boulevard Service Corporation

**(Each a Florida corporation and
referred to hereafter as the "Merging Corporations")**

into

ABCA, Inc.

**(A Florida corporation and
referred to hereafter as the "Surviving Corporation")**

This Plan of Merger (hereafter "Plan") is entered into by and among the Merging Corporations and the Surviving Corporation pursuant to Section 607.1101 of the Florida 1989 Business Corporation Act.

Section 1. The Merger.

At 11:59 P.M. on December 31, 1996 (the "Effective Time"), the Merging Corporations shall merge with and into the Surviving Corporation (the "Merger"). At the Effective Time, the separate corporate existence of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Articles of Incorporation; Bylaws; Directors and Officers.

The name of the Surviving Corporation shall remain "ABCA, Inc." The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the Merger. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation immediately prior to the Merger shall be the Directors and Officers of the Surviving Corporation after the Merger.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) All of the outstanding shares of the capital stock of the Merging Corporations shall be canceled, and
- (b) All of the outstanding shares of the capital stock of the Surviving Corporation immediately prior to the Merger shall remain outstanding and shall not be converted, exchanged or in any manner altered by the Merger.

Section 4. Effect of Merger.

All of the assets of the Merging Corporations at the Effective Time shall pass to, vest in and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporation shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Waiver, Amendment, Termination.

This Plan may be amended at any time prior to the Effective Time by the parties executing a written amendment hereto and may be terminated or abandoned at any time prior to the Effective Time by the parties executing a written termination or abandonment.

In witness whereof, this Plan has been executed by each of the Merging Corporations and the Surviving Corporation as of the 15th day of December, 1996.

Merging Corporations:
BancFlorida Investment Services, Inc.

By: _____
Name: J. Thomas Dunn
Its: Senior Vice President

Attest: Valerie D. Daniel
Name: Valerie D. Daniel
Its: Assistant Secretary

Meritor Service Corporation of Florida, Inc.

By: _____
Name: J. Thomas Dunn
Its: Senior Vice President

Attest: Valerie D. Daniel
Name: Valerie D. Daniel
Its: Assistant Secretary

Davis Boulevard Service Corporation

By: _____
Name: J. Thomas Dunn
Its: Senior Vice President

Attest: Valerie D. Daniel
Name: Valerie D. Daniel
Its: Assistant Secretary

Surviving Corporation:
ABCA, Inc.

By: 

Name: J. Thomas Dunn
Its: Senior Vice President

Attest: 

Name: Valerie D. Daniel
Its: Assistant Secretary