



681965

ACCOUNT NO. : 072100000032

REFERENCE : 245748 167868A

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ ~~70.00~~ 105.00

ORDER DATE : May 19, 1999

ORDER TIME : 2:25 PM

ORDER NO. : 245748-055

EFFECTIVE DATE
6/2/99

CUSTOMER NO: 167868A

400002880354--8

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

merger

ARTICLES OF MERGER

WALDEN GOLF CLUB, INC.,
AMERIBANC DEVELOPMENT
CORPORATION

INTO

ABCA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 19 PM 4:27

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

1002

5/20/99

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 19 PM 3:13

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WALDEN GOLF CLUB, INC., a Virginia corporation not authorized to transact
business in Florida

AMERIBANE DEVELOPMENT CORPORATIO, a Virginia corporation not
authorized to transact business in Florida --

INTO

ABCA, INC., a Florida corporation, 681965.

File date: May 19, 1999 , effective June 2, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 105.00

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

EFFECTIVE DATE

6/2/99

ARTICLES OF MERGER

Merger of

**Walden Golf Club, Inc., and
Ameribanc Development Corporation**
(both Virginia corporations and referred
to hereafter as the "Merging Corporations")

into

ABCA, Inc.
(a Florida corporation and referred to
hereafter as the "Surviving Corporation")

FILED
99 MAY 19 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are delivered to the Secretary of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Agreement and 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 May 17, 1999. 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 May 17, 1999.

Section 3. Effective Time.

The Effective Time of the Merger shall be at 12:01 A.M. on June 2, 1999.

EFFECTIVE as of the 17th day of May, 1999.

Surviving Corporation:
ABCA, Inc.

By: Robert L. Andersen
Name: Robert L. Andersen
Its: Senior Vice President

Attest: Anne T. Daniel
Name: Anne T. Daniel
Its: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

Merging

**Walden Golf Club, Inc., and
Ameribanc Development Corporation**
(both Virginia corporations and referred
to hereafter as the "Merging Corporations")

into

ABCA, Inc.
(a Florida corporation and referred
to hereafter as the "Surviving Corporation")

This Agreement and Plan of Merger (hereafter "Plan") is entered into by and among the Merging Corporations and the Surviving Corporation pursuant to Sections 13.1-720 and 13.1-722 of the Virginia Stock Corporation Act and Section 607.1101 of the Florida 1989 Business Corporation Act.

Section 1. The Merger.

At 12:01 A.M. on June 2, 1999 (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 Corporations shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Waiver, Amendment, Termination; Further Assurances.

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.

- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of each of the Merging Corporations and the Surviving Corporation, each of the Merging Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of such states of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
- (b) The Boards and Directors and the proper officers of each of the Merging Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger herein provided for.

IN WITNESS WHEREOF, this Plan has been executed by each of the Merging Corporations and the Surviving Corporation.

Merging Corporations:
Walden Golf Club, Inc.

By: Robert L. Andersen
Name: Robert L. Andersen
Its: Senior Vice President

Attest: Anne T. Daniel
Name: Anne T. Daniel
Its: Assistant Secretary

Ameribanc Development Corporation

By: Robert L. Andersen
Name: Robert L. Andersen
Its: Senior Vice President

Attest: Anne T. Daniel
Name: Anne T. Daniel
Its: Assistant Secretary

Surviving Corporation:
ABCA, Inc.

By: Robert L. Andersen
Name: Robert L. Andersen
Its: Senior Vice President

Attest: Anne T. Daniel
Name: Anne T. Daniel
Its: Assistant Secretary