



681965

FILED
99 NOV 24 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 493166 167868A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70

ORDER DATE : November 24, 1999

ORDER TIME : 11:47 AM

ORDER NO. : 493166-040

CUSTOMER NO: 167868A

400003054384--3

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

Merger

ARTICLES OF MERGER

NAPLES FINANCIAL SERVICES,
INC.

INTO

ABCA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

ADR
11/29/99

RECEIVED
99 NOV 24 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NAPLES FINANCIAL SERVICES, INC., a Florida corporation 421796

INTO

ABCA, INC., a Florida entity, 681965.

File date: November 24, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

Merging

NAPLES FINANCIAL SERVICES, INC.

(a Florida corporation and a wholly owned subsidiary of ABCA, Inc.,
and referred to hereafter as the "Merging Corporation")

into

ABCA, INC.

(a Florida corporation and
referred to hereafter as the "Parent")

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 of the Florida 1989 Business Corporation Act.

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 Corporation with and into the Parent (the "Merger").

Section 2. Approval of Plan.

No vote of the shareholders of the Merging Corporation or of the Parent was required. The plan was adopted by the Sole Director of the Parent as of November 15, 1999.

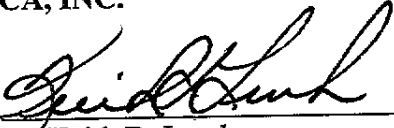
Section 3. Effective Time.

The Effective Time of the Merger shall be at 12:01 A.M. on December 1, 1999.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

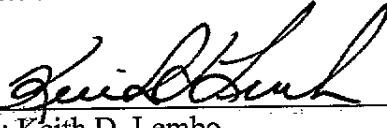
DATED as of the 22nd day of November, 1999.

Parent:
ABCA, INC.

By: 

Name: Keith D. Lembo
Title: Senior Vice President

Merging Corporation:
NAPLES FINANCIAL SERVICES, INC.

By: 

Name: Keith D. Lembo
Title: Senior Vice President

AGREEMENT AND PLAN OF MERGER
merging

NAPLES FINANCIAL SERVICES, INC.

(A Florida corporation being a wholly owned subsidiary of ABCA, Inc.
and referred to hereafter as the "Merging Corporation")

into

ABCA, INC.

(A Florida corporation and referred to hereinafter as the "Parent")

This Agreement and Plan of Merger (hereinafter "Plan") is entered into between the Merging Corporation and the Parent pursuant to Section 607.1104 of the Florida 1989 Business Corporation Act.

Section 1. The Merger.

At 12:01 A.M. on December 1, 1999, the Merging Corporation shall be merged (hereinafter "Merger") with and into the Parent. At the Effective Time, the Merging Corporation shall cease and the existence of the Parent shall continue.

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

The name of the Parent as the Surviving Corporation shall be "ABCA, Inc." The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Parent as in effect immediately prior to the Effective Time. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation after the Effective Time shall be the directors and officers of the Parent in office immediately prior to the Effective Time.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

(a) all of the outstanding shares of common stock of the Merging Corporation shall be cancelled; and

(b) the outstanding shares of common stock of the Parent shall not be converted,

exchanged or in any manner altered as a result of the Merger and shall remain outstanding as shares of common stock of the Parent.

There are no other classes of stock outstanding of the Merging Corporation or the Parent.

Section 4. Effect of the Merger.

All of the assets of the Merging Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Parent. All of the liabilities of the Merging Corporation as they exist at the Effective Time shall become liabilities of the Parent in accordance with the laws of Florida.

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

The Merging Corporation, Parent, and Parent as sole shareholder of the Merging Corporation, acknowledges receipt of a copy of this plan, waives all notices in connection with the merger and consents to the merger provided for herein being effective at Effective Time.

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

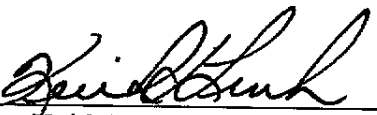
- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of the Merging Corporation and the Parent, the Merging Corporation and the Parent hereby agree that they will cause to be executed and filed and/or recorded 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 Board of Directors and the proper officers of the Merging 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.

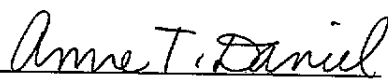
Section 6. Dissenters' Rights.

The shareholders of the Merging Corporation who, except for the applicability of section 607.1104 of the Florida 1989 Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to section 607.1320, may be entitled, if they comply with the provisions of that Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

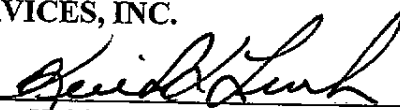
IN WITNESS WHEREOF, the Merging Corporation and the Parent have caused this Plan to be executed on November 22, 1999 by their duly authorized officers.

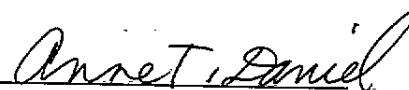
Parent:
ABCA, INC.

By: 
Name: Keith D. Lembo
Title: Senior Vice President

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

Merging Corporation
NAPLES FINANCIAL
SERVICES, INC.

By: 
Name: Keith D. Lembo
Title: Senior Vice President

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