

681965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700042985207

FILED
04 DEC 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FL 32301

RECEIVED
04 DEC 22 AM 8:49
JEL
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

EFFECTIVE DATE
12-31-04

G. O'Connell DEC 22 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099924 167868A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. Smith
09

ORDER DATE : December 21, 2004

ORDER TIME : 4:23 PM

ORDER NO. : 099924-005

CUSTOMER NO: 167868A

CUSTOMER: Ms. Mindi O'hayre
Wachovia Corporation
One Wachovia Center, Nc0630
301 South College Street-30th
Charlotte, NC 28288-0630

ARTICLES OF MERGER

WACHOVIA FUNDING CORP.

INTO

ABCA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

merging

WACHOVIA FUNDING CORP.

(a North Carolina Corporation and
referred hereinafter as the "Merging Corporation")

into

ABCA, INC.

(a Florida Corporation and
referred hereinafter as the "Surviving Corporation")

FILED
04 DEC 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Wachovia Funding Corp. with and into ABCA, Inc.

2. The merger of Wachovia Funding Corp. with and into ABCA, Inc. is permitted by the laws of the jurisdiction of organization of Wachovia Funding Corp. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Wachovia Funding Corp. was December 10, 2004.

3. The shareholders of Wachovia Funding Corp. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 10, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on 12/31/2004.

EFFECTIVE DATE
12-31-04

Dated: December 10, 2004

Merging Corporation:

Wachovia Funding Corp.

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Its: Assistant Secretary

Surviving Corporation:

ABCA, INC.

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Its: Assistant Secretary

PLAN OF MERGER

Merging

WACHOVIA FUNDING CORP.

(a North Carolina Corporation and
referred hereinafter as the "Merging Corporation")

Into

ABCA, INC.

(a Florida Corporation and
referred hereinafter as the "Surviving Corporation")

PLAN OF MERGER adopted for Wachovia Funding Corp., a business corporation organized under the laws of the State of North Carolina, by resolution of its Board of Directors on December 10, 2004, and adopted for ABCA, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 10, 2004. The names of the corporations planning to merge are Wachovia Funding Corp., a business corporation organized under the laws of the State of North Carolina, and ABCA, Inc., a business corporation organized under the laws of the State of Florida. The name of the Surviving Corporation into which Wachovia Funding Corp. plans to merge is ABCA, Inc.

1. Wachovia Funding Corp. and ABCA, Inc., shall, pursuant to the provisions of the laws of the State of North Carolina and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, ABCA, Inc., which shall be the Surviving Corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Wachovia Funding Corp., which is sometimes hereinafter referred to as the "Merging Corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered,

4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Merging Corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into common shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Merging Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Merging Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Merging Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of North Carolina and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Merging Corporation 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 of Merger or of the merger herein provided for.

Merging Corporation:

Wachovia Funding Corp.

By: Aprille M. Mitchell
Name: Aprille M. Mitchell
Title: Assistant Vice President

Attest: Beverly W. Jackson
Name: Beverly W. Jackson
Its: Assistant Secretary

Surviving Corporation:

ABCA, INC.

By: Aprille M. Mitchell
Name: Aprille M. Mitchell
Title: Assistant Vice President

Attest: Beverly W. Jackson
Name: Beverly W. Jackson
Its: Assistant Secretary