

694937

FILED
00 DEC 26 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 944180 4320229

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pujat
Merger &
name change

ORDER DATE : December 26, 2000

ORDER TIME : 1:37 PM

ORDER NO. : 944180-005

EFFECTIVE DATE
11/10/01

CUSTOMER NO: 4320229

6000003513456--2

CUSTOMER: Mr. Justin B. Heineman
Kilpatrick Stockton, LLP
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

ARTICLES OF MERGER

JWGENESIS FINANCIAL SERVICES,
INC.

INTO

FIRST UNION SECURITIES
FINANCIAL NETWORK, INC.

RECEIVED
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TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST UNION SECURITIES FINANCIAL NETWORK, INC., a Fla corp.
P00000105712

INTO

JWGENESIS FINANCIAL SERVICES, INC. which changed its name to
FIRST UNION SECURITIES FINANCIAL NETWORK, INC., a Florida entity,
694937

File date: December 26, 2000, effective January 1, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

EFFECTIVE DATE
11/1/01

FILED
00 DEC 26 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
JWGENESIS FINANCIAL SERVICES, INC.
AND
FIRST UNION SECURITIES FINANCIAL NETWORK, INC.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporations 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 First Union Securities Financial Network, Inc. with and into JWGenesis Financial Services, Inc., as approved and adopted by written consent of the sole shareholder of First Union Securities Financial Network, Inc. entitled to vote thereon given on December 21, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of JWGenesis Financial Services, Inc. entitled to vote thereon given on December 21, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. JWGenesis Financial Services, Inc. will continue its existence as the surviving corporation under the name "First Union Securities Financial Network, Inc." pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein provided for shall be 12:05 a.m. on January 1, 2001.

Executed on December 26, 2000

FIRST UNION SECURITIES FINANCIAL
NETWORK, INC.

By: Anthony R. Augliera
Name: Anthony R. Augliera
Title: Vice President

JWGENESIS FINANCIAL SERVICES, INC.

By: Joel E. Marks
Name: Joel E. Marks
Title: Vice Chairman and Chief Operating Officer

PLAN OF MERGER

This PLAN OF MERGER is adopted for FIRST UNION SECURITIES FINANCIAL NETWORK, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 21, 2000, and adopted for JWGENESIS FINANCIAL SERVICES, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 21, 2000.

1. First Union Securities Financial Network, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into JWGenesis Financial Services, 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 the name "First Union Securities Financial Network, Inc." pursuant to the provisions of the Florida Business Corporation Act. The separate existence of First Union Securities Financial Network, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

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, except that the surviving corporation shall be named "First Union Securities Financial Network, Inc." Said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

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 respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled in exchange for a cash payment of One Dollar (\$1) per share from the surviving corporation. The shares of capital stock of the surviving corporation that are issued and outstanding immediately prior to the effective time and date of the merger shall not be converted or changed in any manner, but each said share which is

issued and outstanding immediately prior to the effective time and date of the merger shall continue to represent one issued share of capital stock of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and 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 Plan of Merger is approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed any document or documents prescribed by the laws 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 non-surviving corporation and the Board of Directors and the proper officers 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.