

694937



FILED
02 JUN -6 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 612760 167868A

AUTHORIZATION : *Patricia Pizette*

COST LIMIT : \$ 70.00

ORDER DATE : June 6, 2002

ORDER TIME : 3:23 PM

ORDER NO. : 612760-030

100005695821- 7

CUSTOMER NO: 167868A

CUSTOMER: Beverly Jackson, Legal Asst
Wachovia Corporation
One First Union Center, Nc0630
301 South College Street-30th
Charlotte, NC 28288-0630

ARTICLES OF MERGER

IJL HOLDINGS, INC.

INTO

FIRST UNION SECURITIES
FINANCIAL NETWORK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

C. Coulllette JUN 06 2002

RECEIVED
02 JUN -6 PM 4:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

06-15-02

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

IJL HOLDINGS, INC., a North Carolina corporation not qualified

INTO

FIRST UNION SECURITIES FINANCIAL NETWORK, INC. which changed its
name to

WACHOVIA SECURITIES FINANCIAL NETWORK, INC., a Florida entity,
694937.

File date: June 6, 2002 , effective June 15, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

IJL HOLDINGS, INC.

AND

FIRST UNION SECURITIES FINANCIAL NETWORK, INC.

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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 merging IJL Holdings, Inc. with and into First Union Securities Financial Network, Inc.

2. The merger of IJL Holdings, Inc. with and into First Union Securities Financial Network, Inc. is permitted by the laws of the jurisdiction of IJL Holdings, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of IJL Holdings, Inc. was May 31, 2002.

3. The shareholders of First Union Securities Financial Network, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 31, 2002 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 June 15, 2002.

Executed on May 31, 2002.

EFFECTIVE DATE
06-15-02

IJL HOLDINGS, INC.

By: Robert L. Andersen

Name: ROBERT L. ANDERSEN

Title: SENIOR VICE PRESIDENT

**FIRST UNION SECURITIES FINANCIAL
NETWORK, INC.**

By: David A. Hebner

Name: DAVID A. HEBNER

Title: SVP & Secretary

PLAN OF MERGER

PLAN OF MERGER adopted for IJL Holdings, Inc., a business corporation organized under the laws of the State of North Carolina, by resolution of its Board of Directors on May 31, 2002, and 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 May 31, 2002. The names of the corporations planning to merge are IJL Holdings, Inc., a business corporation organized under the laws of the State of North Carolina, and First Union Securities Financial Network, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which IJL Holdings, Inc. plans to merge is currently First Union Securities Financial Network, Inc.

1. IJL Holdings, Inc. and First Union Securities Financial Network, Inc. shall, pursuant to the provisions of the North Carolina Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, First Union Securities Financial Network, 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 IJL Holdings, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the North Carolina Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation as in force at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation except that Article One thereof, relating to the name of the corporation, are hereby amended and changed so as to read as follows at the effective time of the merger:

"Article 1. The name of the corporation is Wachovia Securities Financial Network, Inc."

and 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 as in force and effect at the effective time and date of the merger will be the bylaws of said 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 which 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 terminating corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted in any manner, but each such share which is issued immediately prior to the effective time and date of the merger shall be cancelled. The issued share of the surviving corporation shall not be converted or exchanged in any manner, but each such 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 Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the North Carolina Business Corporation Act, 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 Plan of Merger shall have been approved by the shareholders of the terminating corporation in the manner prescribed by the provisions of the North Carolina Business Corporation Act, 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 terminating 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 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 terminating 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 therein provided for.