

SunTrust Banks, Inc.
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Pamela J. Croxton, CLA
Certified Legal Assistant

F000000006591

FILED
00 DEC 13 PM 2:31
STATE
TALLAHASSEE, FLORIDA

SUNTRUST

December 12, 2000

VIA UNITED PARCEL SERVICE

Florida Department of State
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
01-01-01

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-12/13/00--01091--003
*****70.00 *****70.00

Re: **Articles of Merger** of SunTrust Insurance Services (Florida), Inc. with
and into SunTrust Insurance Services, Inc.
TO BE EFFECTIVE JANUARY 1, 2001

Ladies and Gentlemen:

Please issue an acknowledgment of the filing with the Florida Department of State of the attached Articles of Merger of **SunTrust Insurance Services (Florida), Inc.**, a Florida corporation, with and into **SunTrust Insurance Services, Inc.**, a Georgia corporation.

SunTrust Insurance Services, Inc., the surviving corporation, qualified to transact business in Florida on November 21, 2000.

As stated in the Articles of Merger, **there is to be a delayed effective date of January 1, 2001.**

Enclosed please find the following related documents:

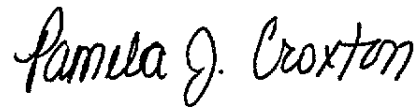
1. The original Articles of Merger, with the Plan of Merger attached thereto as Exhibit A;
2. One conformed copy of the Articles of Merger, for date stamp and attachment to the requested acknowledgment; and
3. A check in the amount of \$70.00 payable to the Florida Department of State, in payment of the applicable filing fee of \$35.00 per corporation.

Merger
12-18-00
bjs

Florida Department of State
December 12, 2000
Page 2 of 2

If you have any questions, please call the undersigned. Thank you in advance for your cooperation.

Sincerely,

A handwritten signature in black ink that reads "Pamela J. Croxton". The signature is written in a cursive, flowing style.

Pamela J. Croxton

\pjc

Attachments

cc: Margy Hodgson
John Maiers

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNTRUST INSURANCE SERVICES (FLORIDA), INC., a Florida corporation,
P97000058788

into

SUNTRUST INSURANCE SERVICES, INC., a Georgia entity F00000006591

File date: December 13, 2000 , effective January 1, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
SUNTRUST INSURANCE SERVICES (FLORIDA), INC.
WITH AND INTO
SUNTRUST INSURANCE SERVICES, INC.**

FILED
00 DEC 13 PM 2:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, SunTrust Insurance Services (Florida), Inc., a corporation organized and existing under the laws of the State of Florida (the "Merging Corporation"), and SunTrust Insurance Services, Inc., a corporation organized and existing under the laws of the State of Georgia ("STIS"), adopt the following Articles of Merger:

1.

The STIS and the Merging Corporation are merging (the "Merger") in accordance with a Plan of Merger, which is attached as Exhibit A and is hereby incorporated herein by reference. The surviving entity is STIS, a Georgia corporation (the "Surviving Corporation"). The Merger is permitted by the laws of the State of Georgia, and STIS has complied with the laws of the State of Georgia and with its articles of incorporation.

2.

The effective date and time of the Merger shall be January 1, 2001, at 12:01 a.m. Eastern Standard Time.

EFFECTIVE DATE
01-01-01

3.

The Plan of Merger was approved by the sole shareholder of the Merging Corporation on December 1, 2000 by written consent without a meeting, pursuant to and in accordance with Section 607.0704 of the Florida Business Corporation Act.

4.

The Plan of Merger was approved by unanimous written consent of the Board of Directors of STIS on November 30, 2000. Pursuant to Section 607.1103(7) of the Florida Business Corporation Act, action by the shareholders of the Surviving Corporation on the Plan of Merger is not required because (a) the articles of incorporation of the Surviving Corporation will not differ from the articles of incorporation of STIS before the Merger, and (b) each shareholder of STIS whose shares were outstanding

immediately prior to the Merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

IN WITNESS WHEREOF, the Merging Corporation and STIS have caused their respective duly authorized officers to execute these Articles of Merger as of the 7th day of December 2000.

**SUNTRUST INSURANCE SERVICES
(FLORIDA), INC.**, a Florida corporation

By: 

Michael A. Kinsey

Title: Chairman of the Board, Chief
Executive Officer

**SUNTRUST INSURANCE SERVICES,
INC.**, a Georgia corporation

By: 

Michael A. Kinsey

Title: Chairman of the Board, Chief
Executive Officer

Exhibit A

**PLAN OF MERGER
OF
SUNTRUST INSURANCE SERVICES (FLORIDA), INC.
AND
SUNTRUST INSURANCE SERVICES (TENNESSEE), INC.
AND
SUNTRUST INSURANCE SERVICES (VIRGINIA), INC.
WITH AND INTO
SUNTRUST INSURANCE SERVICES, INC.**

I.

Preamble

- (a) SunTrust Insurance Services (Florida), Inc., a corporation organized and existing under the laws of the State of Florida (“STIS Florida”), has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding. All outstanding shares are or will be owned by SunTrust Bank, a Georgia banking corporation (“SunTrust Bank”) as at the Effective Time (as hereinafter defined).
- (b) SunTrust Insurance Services (Tennessee), Inc., a corporation organized and existing under the laws of the State of Tennessee (“STIS Tennessee”), has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding. All outstanding shares are or will be owned by SunTrust Bank as at the Effective Time.
- (c) SunTrust Insurance Services (Virginia), Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia (“STIS Virginia”), has authorized capital stock consisting of 5,000 shares of common stock, \$10.00 per value, of which 100 shares are issued and outstanding. All outstanding shares are or will be owned by SunTrust Bank as at the Effective Time.
- (d) SunTrust Insurance Services, Inc., a corporation organized and existing under the laws of the State of Georgia (“STIS”), has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding. All outstanding shares are or will be owned by SunTrust Bank as at the Effective Time.

- (e) STIS Florida, STIS Tennessee, and STIS Virginia are collectively referred to herein as the “Merging Corporations”. The Boards of Directors of STIS and of the Merging Corporations deem it desirable and for the benefit of each of the respective corporations and their common shareholder for the Merging Corporations to be merged with and into the Surviving Corporation.

II.

Merger

Each of the Merging Corporations shall be merged with and into STIS (the “Merger”) at the Effective Time in accordance with the applicable laws of the States of Georgia, Florida, and Tennessee and of the Commonwealth of Virginia.

III.

Surviving Corporation

At the Effective Time, the separate existence of each of the Merging Corporations shall cease, and STIS shall be the surviving entity (the “Surviving Corporation”) and shall continue to exist as a corporation created and governed by the laws of the State of Georgia.

IV.

Articles of Incorporation

The Articles of Incorporation of STIS immediately prior to the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation at and following the Merger until such time as the Articles may be hereafter duly amended or restated.

V.

Bylaws

The Bylaws of STIS immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation at and following the Merger until such time as the Bylaws may be hereafter duly amended.

VI.

Officers and Directors

Each of the officers and directors of STIS immediately prior to the Merger shall continue as an officer or director, as the case may be, of the Surviving Corporation at and following the Merger, for the full unexpired term of the office and until a successor has been elected or appointed and qualified.

VII.

Manner and Basis of Converting Shares

- (a) All of the shares of stock of STIS issued and outstanding immediately prior to the Merger shall remain issued and outstanding at and following the Merger and shall be unaffected by the Merger.
- (b) Each share of the common stock of the Merging Corporations issued and outstanding immediately prior to the Merger shall be canceled, without any action on the part of SunTrust Bank or the respective Merging Corporation.

VIII.

Effective Time

The Effective Time of the Merger shall be as specified in the Articles of Merger.

IX.

Plan of Reorganization

The Merger shall be effectuated in a manner as required for a plan of reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

X.

Termination and Amendment

This Plan of Merger may be terminated by the action of the board of directors of STIS or of any of the Merging Corporations at any time prior to the Effective Time of the Merger. To the extent permitted by law, this Plan may be amended by a subsequent writing signed by STIS and each of the Merging Corporations.