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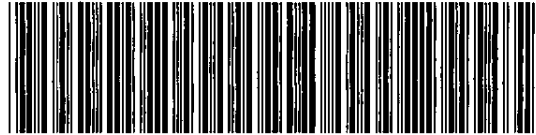
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MITCHELL | WILLIAMS

MARGARET A. JOHNSTON
DIRECT DIAL: 501-688-8870
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LITTLE ROCK, ARKANSAS 72201-3525
TELEPHONE 501-688-8800
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November 26, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Corporations Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of Union Planters Insurance Agency, Inc. into Regions
Investment Services, Inc.

Dear Sir or Madam:


Attached is the Articles of Merger in the above referenced matter. The required filing fee of \$70.00 is enclosed.

Please file the Articles and return a file marked copy to me in the self addressed envelope enclosed.

Thank you for your attention to this matter.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By 
Joy Gibson, Secretary to
Margaret A. Johnston

jg
Enclosures

ARTICLES OF MERGER
OF
UNION PLANTERS INSURANCE AGENCY OF FLORIDA, INC.
a Florida Corporation
INTO
REGIONS INVESTMENT SERVICES, INC.
an Alabama Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Code of Ala. § 10-2B-11.01, et seq. and Fla. Stats. §607.1101, et. seq., Regions Investment Services, Inc., an Alabama corporation ("REGIS"), the Articles of which are filed in Montgomery County, Alabama and Union Planters Insurance Agency of Florida, Inc. a Florida corporation ("UP"), hereby adopt the following Articles of Merger for the purpose of merging UP into REGIS (the "Merger"):

1. REGIS is a corporation duly organized and existing under the laws of the state of Alabama, and shall be the surviving corporation in the Merger.
2. REGIS has a principal place of business at 250 Riverchase Parkway, Birmingham, Alabama 35244.
3. Approval of the sole shareholders of the corporations which are parties to the merger was required.
4. There are 1,000 shares of common stock of REGIS issued and outstanding that were entitled to vote on the Agreement and Plan of Merger, attached hereto as Exhibit A (the "Plan of Merger"). 1,000 shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger. 1,000 shares voted for the Plan of Merger was a sufficient number of votes to approve the Plan of Merger. The merger was duly approved and adopted by the shareholders pursuant to Code of Ala. § 10-2B-11.01, et seq on October 31, 2008.

5. There are 100 shares of common stock of UP issued and outstanding that were entitled to vote on the Plan of Merger, attached hereto as Exhibit A. 100 shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger. 100 shares voted for the Plan of Merger was a sufficient number of votes to approve the Plan of Merger. The merger was duly approved and adopted by the shareholders pursuant to Fla Stats. §607.1101, et seq on October 31, 2008.

6. The effective date of the Merger is the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned has executed these Articles as of the

25th day of November, 2008.

REGIONS INVESTMENT SERVICES, INC.
an Alabama corporation

By: _____

Jim Nonnengard

**UNION PLANTERS INSURANCE AGENCY
OF FLORIDA, INC.**
a Florida corporation

By: _____

Jim Nonnengard

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Plan of Merger") is made effective this 14th day of November, 2008, between Regions Investment Services, Inc. ("REGIS"), an Alabama corporation and Union Planters Life Insurance Agency of Florida, Inc., a Florida corporation ("UP").

1. REGIS is a corporation duly organized and existing under the laws of the state of Alabama, and UP is a corporation duly organized and existing under the laws of the state of Florida.

2. REGIS is a corporation with authorized capital stock of 1,000 shares of common stock, \$.01 par value each, of which 1,000 shares are validly issued and outstanding on the date hereof.

3. UP is a corporation with authorized capital stock of 1,000 shares of common stock, \$.01 par value each, of which 100 shares are validly issued and outstanding on the date hereof.


4. The Boards of Directors of REGIS and UP deem it fair and equitable to and in the best interests of REGIS and UP that UP be merged with and into REGIS with REGIS being the surviving corporation. The Boards of Directors of REGIS and UP have approved this Plan of Merger and have recommended it to the sole shareholder of both corporations.

5. RMK Financial Services, Inc. is the sole shareholder of both corporations and as such has acknowledged receipt of this Plan of Merger, waived any requirement that notice of this Plan of Merger be provided to it, voted for the merger and has authorized its execution and delivery.


6. UP will be merged with and into REGIS, which will continue as the surviving corporation, in accordance with and with the effect provided in Ala. Code Ann. § 10-2B-11.01, et seq. and Fla. Stats. 607.1101, et seq. Each share of UP shall be canceled and retired and shall cease to exist upon consummation of the Merger.

7. The merger shall become effective upon the filing of Articles of Merger.

REGIONS INVESTMENT SERVICES, INC.
an Alabama corporation

By: 
Jim Nonnengard

**UNION PLANTERS INSURANCE AGENCY
OF FLORIDA, INC.**
a Florida corporation

By: 
Jim Nonnengard

