

F 71968

CT CORPORATION SYSTEM

FILED
2001 JUN 13 PM 12:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION(S) NAME

(1) Citizens Financial Securities Corporation (2) Chase Eagle, Inc. (3) Atico

Financial Corporation

to: Tennessee National Lease Corporation

2001 JUN 13 PM 1:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DEPARTMENT OF REVENUE

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/13/01

Order#: 4560599

3000004417719--5

-06/13/01--01021--027

****140.00 ****140.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITIZENS FINANCIAL SECURITIES CORPORATION, a Florida corporation,
F71968
CHASE EAGLE, INC., a Florida corporation, P94000058340
ATICO FINANCIAL CORPORATION, a Florida corporation, 609302

INTO

TENNESSEE NATIONALEASE CORPORATION, a Tennessee entity not
qualified in Florida.

File date: June 13, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name _____ Jurisdiction _____

Tennessee National Lease Corporation _____ Tennessee _____

Second: The name and jurisdiction of each merging corporation:

Name _____ Jurisdiction _____

Citizens Financial Securities Corporation _____ Florida _____

Chase Eagle, Inc. _____ Florida _____

Atico Financial Corporation _____ Florida _____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 06 / 15 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 1, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
2001 JUN 13 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Citizens Financial
Securities Corporation**

Jay S. Williams

Gary S. Williams, Senior Vice President

Chase Eagle, Inc.

Jay S. Williams

Gary S. Williams, Treasurer

Atico Financial Corporation

Gay S. Williams
1910-

Gary S. Williams, Senior Vice President

Tennessee National Lease Corporation

Jay S. Williams

Gary S. Williams, Senior Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tennessee National Lease Corporation</u>	<u>Tennessee</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Citizens Financial Securities Corporation</u>	<u>Florida</u>
<u>Chase Eagle, Inc.</u>	<u>Florida</u>
<u>Atico Financial Corporation</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Citizens Financial Securities, Inc., Chase Eagle, Inc. and Atico Financial Corporation will merge with and into Tennessee National Lease Corporation, which will survive. The articles of incorporation, bylaws, directors and officers of Tennessee National Lease Corporation shall continue to be the articles of incorporation, bylaws, directors and officers of the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of capital stock of Tennessee National Lease Corp. issued and outstanding at the time of the Merger shall remain issued and outstanding. Each share of capital stock of Citizens Financial Securities, Inc., Chase Eagle, Inc. and Atico Financial Corporation issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

~~(Attach additional sheets if necessary)~~