F97000005500

Bank of America

February 15, 2000

Bank of America Corporation
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

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Writer's Direct Dial:
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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-02/16/00--01083--001
****148.75 ****148.75

To Whom It May Concern:

Enclosed for filing are one original and one copy of Articles of Merger.

Also enclosed is our check in the amount of $148.75 (4 corporations @ $35.00 each, plus $8.75 for a certified copy).

Please return a Certified Copy of the Articles to my attention in the enclosed Airborne envelope.

If you have any questions, please contact me at 704/386-7483. Thank you for your assistance.

FILED
00 FEB 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Brenda Mareski, CLA
Paralegal

Enclosures

Merger

2/28

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSBANC MORTGAGE CORPORATION OF GEORGIA, a Florida corporation, 419724

FIRST FLORIDA BANK OREO HOLDING COMPANY, INC., a Florida corporation, P93000027903

EMPLOYEE RELOCATION CONSULTANTS, INC., a Florida corporation, K22531

INTO

NB HOLDINGS CORPORATION, a Delaware entity, F97000005500

File date: February 28, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

FILED
00 FEB 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name and jurisdiction of the **surviving** corporation is:

Name	Jurisdiction
NB HOLDINGS CORPORATION	Delaware

SECOND: The name and jurisdiction of each **merging** corporation is:

Name	Jurisdiction
NATIONSBANC MORTGAGE CORPORATION OF GEORGIA	Florida
FIRST FLORIDA BANK OREO HOLDING COMPANY, INC.	Florida
EMPLOYEE RELOCATION CONSULTANTS, INC.	Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on **February 28, 2000**.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on February 10, 2000, and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of each of the merging corporations on February 10, 2000, and shareholder approval was not required.

SEVENTH: SIGNATURE(S) FOR EACH CORPORATION:

Name of Entity	Signature(s)	Name of Individual
NB HOLDINGS CORPORATION	James W. Kiser	James W. Kiser, Executive Vice President
NATIONSBANC MORTGAGE CORPORATION OF GEORGIA	John E. Mack	John E. Mack, President
FIRST FLORIDA BANK HOLDING COMPANY, INC.	Gary S. Williams	Gary S. Williams, Senior Vice President
EMPLOYEE RELOCATION CONSULTANTS, INC.	John E. Mack	John E. Mack, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	Jurisdiction
NB HOLDINGS CORPORATION	Delaware

2. The name and jurisdiction of each **subsidiary** corporation is:

Name	Jurisdiction
NATIONSBANC MORTGAGE CORPORATION OF GEORGIA	Florida
FIRST FLORIDA BANK OREO HOLDING COMPANY, INC.	Florida
EMPLOYEE RELOCATION CONSULTANTS, INC.	Florida

3. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations or other securities of the parent 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, and 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 common stock of the surviving corporation which shall be issued and outstanding on the effective date of this merger shall remain issued and outstanding.

Each share of common stock of NationsBanc Mortgage Corporation of Georgia which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

Each share of common stock of First Florida Bank Oreo Holding Company, Inc. which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

Each share of common stock of Employee Relocation Consultants, Inc. which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

4. The Certificate of Incorporation of NB Holdings Corporation in effect on the date of the merger shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

5. The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

6. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.