

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Account Name : C T CORPORATION
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Phone : (850) 222-1092
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RE-SUBMIT

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date of submission 11/25

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: CMohrly@bbandt.com

MERGER OR SHARE EXCHANGE
BB&T Insurance Services, Inc.

Certificate of Status	0
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Page Count	245
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TALLAHASSEE, FLORIDA

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12-409



November 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JRD MANAGEMENT CORP.
850 CONCOURSE PKWY SOUTH
SUITE 200
MAITLAND, FL 32751

SUBJECT: JRD MANAGEMENT CORP.
REF: P02000036402

Wrong form used, corrected form attached. Thanks!

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H09000248041
Letter Number: 909AD0036672

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

BB&T Insurance Services, Inc.

David M. Pruett

David M. Pruett, Chief Administrative Officer

JRD Management Corp.

David M. Pruett

David M. Pruett, Vice President

**PLAN OF MERGER
OF
JRD MANAGEMENT CORP.
INTO
BB&T INSURANCE SERVICES, INC.**

Pursuant to Section 55-11-7 of the North Carolina Business Corporation Act ("NCBCA") and Section 607.1104 of the Florida Business Corporation Act ("FBCA"), BB&T Insurance Services, Inc. and JRD Management Corp. hereby adopt this Plan of Merger:

1. The name of the corporation proposing to merge is JRD Management Corp., a Florida Corporation (hereinafter called the "Merging Company"), and the name of the corporation into which the Merging Company proposes to merge is BB&T Insurance Services, Inc., a North Carolina corporation (hereinafter called the "Surviving Company"). The Merging Company and Surviving Company are hereinafter referred to collectively as the "Constituent Companies."

2. The name of the surviving company shall be BB&T Insurance Services, Inc.

3. As of the Effective Date (as defined below), the Merging Company's liabilities and assets of every nature shall become those of the Surviving Company by operation of law.

4. On the Effective Date, the outstanding shares of the Constituent Companies will be converted and exchanged as follows:

(a) Surviving Company. The outstanding shares of the Surviving Company will not be converted or altered in any manner and will remain outstanding as shares of the Surviving Company.

(b) Merging Company. The outstanding shares of the Merging Company issued and outstanding at the Effective Time shall be canceled, and no consideration shall be paid therefor.

5. The Plan of Merger was approved and adopted by the directors of the Merging Entity in accordance with the applicable provisions of Section 607.1104 of FBCA, and was approved and adopted by the Board of Directors of the Surviving Entity in accordance with Section 55-11-04 of the FBCA.

6. The Articles of Incorporation of the Surviving Company shall not be amended as a result of the merger. The Articles of Incorporation and By-Laws of the Surviving Company, as constituted immediately prior to the Effective Date, shall continue as the Articles of Incorporation and By-Laws, respectively, of the Surviving Company after the Effective Date until amended pursuant to their terms and applicable law.

7. The merger shall become effective on the 30th day of November, 2009 (the "Effective Date").

8. The merger may be terminated at any time prior to the Effective Date by the Merging Company or the Surviving Company.