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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F98000004269
Merger 1-12-04
eff 1-30-04

SYNOVUS®
FINANCIAL CORP.

KATHLEEN MOATES
Senior Vice President
Senior Deputy General Counsel

January 9, 2004

FEDERAL EXPRESS

Department of State
Division of Corporations
The Capital
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Merger of UFMB Corp., a Florida Business Corporation, With and Into Synovus Financial Corp., a Georgia Business Corporation

Ladies and Gentlemen:

Enclosed herewith please find the following documents filed by us in accordance with the Florida General Corporation Act:

1. The original and one conformed copy of the Articles of Merger of UFMB Corp. with and into Synovus Financial Corp., said merger to be effective on January 30, 2004.

2. A check in the amount of $70.00 payable to the Department of State to cover the cost of filing fee.

If the foregoing documents are in proper form for filing, we respectfully request that a copy of the Articles of Merger be returned to the undersigned.

Thank you for your assistance in this matter. Please let me know if you have any questions.

Sincerely,

Kathy Moates

Kathleen Moates

KM\bmk
enclosures

ARTICLES OF MERGER
OF UFMB CORP.
INTO SYNOVUS FINANCIAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein was duly approved by the Board of directors of Synovus Financial Corp. ("Parent"), a Georgia corporation.

II.

The Plan of Merger was not required to be submitted to or approved by the shareholders of the merging corporations because Parent is the owner of 100 percent of the issued and outstanding shares of capital stock of UFMB Corp. ("Subsidiary"), a Florida corporation, and Parent is the surviving corporation of the merger.

III.

The Plan of Merger was duly approved by the Board of Directors of Parent on December 17, 2003 pursuant to a written Consent to Corporation Action executed in the manner prescribed by the Georgia Business Corporation Code, the affirmative vote of a majority of the directors of Parent being the minimum required to approve said Plan of Merger.

IV.

Parent, as the sole shareholder of Subsidiary, has waived in writing the requirement of the mailing of a copy of the Plan of Merger.

V.

The merger of Subsidiary with and into Parent shall be effective after the close of business on January 30, 2004.

IN WITNESS WHEREOF, the undersigned duly authorized officers of Parent and Subsidiary have herewith caused these Articles of Merger to be executed on their behalf as of this 9th day of January, 2004.

SYNOVUS FINANCIAL CORP.

By: Kathy Moates

Title: Senior VP

"Parent"

UFMB CORP.

By: [signature]

Title: President

"Subsidiary"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
UFMB CORP.
INTO AND WITH SYNOVUS FINANCIAL CORP.

This Plan of Merger of UFMB Corp., a corporation organized and existing under the laws of the State of Florida ("UFMB"), with and into Synovus Financial Corp., a corporation organized and existing under the laws of the State of Georgia ("Synovus"), is made on this 17th day of December, 2003 (the "Plan") pursuant to Sections 14-2-1104 and 14-2-1107 of the Georgia Business Corporation Code and Sections 607.1104 and 607.1108 of the Florida Business Corporation Act. UFMB and Synovus are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Synovus, the parent corporation and sole shareholder of UFMB, deems it advisable and for the benefit of each of the Constituent Corporations that they merge; and

WHEREAS, the Board of Directors of Synovus has approved this Plan and the merger contemplated herein by unanimous written consent pursuant to Section 14-2-821 of the Georgia Business Corporation Code;

NOW, THEREFORE, BE IT RESOLVED THAT, the terms and conditions of the Merger and the mode of carrying the same into effect are and shall be as follows:

1. On the Effective Date, UFMB shall be merged with and into Synovus (Synovus being hereinafter sometimes called the "Surviving Corporation"), the corporate existence of the Surviving Corporation shall be continued, and thereafter the individual existence of UFMB shall cease.

2. The Merger herein contemplated shall be effective on January 30, 2004.

3. The terms and conditions of the Merger are as follows:

   (a) Upon the Effective Date of the Merger, each issued and outstanding share of common stock of UFMB shall be canceled and retired and all certificates representing such shares shall be canceled and no cash or securities or other property shall be issued in respect thereof.

   (b) Each share of common stock of Synovus issued and outstanding prior to the Effective Date shall, on and after the Effective Date, continue unchanged and shall continue to evidence one share of common stock of the Surviving Corporation.

   (c) Upon the Effective Date, the separate existence of UFMB shall cease, and in accordance with the terms of this Plan, the title to any real estate and other property vested in Synovus is vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all the liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in its place.

4. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of UFMB, the last acting

officers of UFMB, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan.

5. The directors and officers of the Surviving Corporation shall continue in office until they resign or until their successors are elected and qualified.

6. From and after the Effective Date, the Articles of Incorporation of UFMB shall be deemed repealed, and the Surviving Corporation shall continue to be governed by its existing Articles of Incorporation under the laws of the State of Georgia until such Articles of Incorporation are altered, amended, or repealed as provided by law.

7. From and after the Effective Date, the bylaws of UFMB shall be deemed repealed, and the bylaws of the Surviving Corporation shall continue in effect until the same shall be altered, amended, or repealed as therein provided or as provided by law.

IN WITNESS WHEREOF, the undersigned duly authorized officer of Synovus has herewith caused this Agreement to be executed as of this 17th day of December, 2003.

SYNOVUS FINANCIAL CORP.

By: ______________________
Kathleen Moates

Title: Senior Vice President

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