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MERGER OR SHARE EXCHANGE

BANC OF AMERICA INSURANCE SERVICES, INC.

| | |
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12/30/2004

STATE OF FLORIDA
ARTICLES OF MERGER
MERGING
CHASEFED INSURANCE CO.
INTO

BANC OF AMERICA INSURANCE SERVICES, INC.

FILED
04 DEC 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OFF D-31,001

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:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| Banc of America Insurance Services, Inc. | Maryland |

SECOND: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------|---------------------|
| ChaseFed Insurance Co. | Florida |

THIRD: The Plan of Merger is attached as Exhibit A hereto.

FOURTH: The merger shall become effective on December 31, 2004.

FIFTH: The Plan of Merger was adopted by the shareholder of the surviving corporation on 27th day of December, 2004.

SIXTH: The Plan of Merger was adopted by the shareholder of the merging corporation on 27th day of December, 2004.

DEC-30-2004 12:11

CT CORPORATION

P.03/06

DEC 27 2004 11:21 FR BANK OF AMERICA

415 622 1100 TO 916192348678

P.07/36

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 27th day of December, 2004.

ChaseFed Insurance Co.



Martin Rasmussen, President

**Bank of America Insurance
Services, Inc.**



Martin Rasmussen, President

STATE OF FLORIDA
PLAN OF MERGER
MERGING
CHASEFED INSURANCE CO.
INTO
BANC OF AMERICA INSURANCES SERVICES, INC.

FILED
04 DEC 30 PM 3:17
CLERK OF STATE
ATTORNEY GENERAL'S OFFICE

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------|---------------------|
| ChaseFed Insurance Co. | Florida |

SECOND: The exact name and jurisdiction of the surviving party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| Banc of America Insurance Services, Inc. | Maryland |

THIRD: The Articles of Incorporation of Banc of America Insurance Services, Inc. in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

FOURTH: Additional terms and conditions of the Merger are as follows:

- (a) The bylaws of Banc of America Insurance Services, Inc. as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of Banc of America Insurance Services, Inc. shall continue in office upon and after the time of the Merger.
- (c) The Merger shall become effective on December 31, 2004.

- FIFTH:** The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:
- (a) Each share of common stock of **Banc of America Insurance Services, Inc.** issued and outstanding at the time of the Merger shall remain issued and outstanding.
 - (b) Each share of common stock of **ChaseFed Insurance Co.** issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.
- SIXTH:** This Plan of Merger may be terminated and abandoned by action of the Board of Directors of **Banc of America Insurance Services, Inc.** at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of **ChaseFed Insurance Co.** at any time prior to the filing of the articles of merger.
- SEVENTH:** All of the property, rights, privileges, leases and patents of **ChaseFed Insurance Co.** are to be transferred to and become the property of **Banc of America Insurance Services, Inc.**, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which maybe needed to effectuate a full and complete transfer of ownership

DEC-30-2004 12:12

CT CORPORATION

P.05/06

DEC 27 2004 11:21 FR BANK OF AMERICA


415 622 1180 TO 916192348578

P.05/36

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

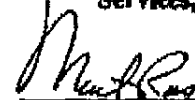
On this 27th day of December, 2004.

Chase Insurance Co.



Martin Rasmussen, President

**Bank of America Insurance
Services, Inc.**



Martin Rasmussen, President