

August 7, 2000

H36970 Bank of America 

Florida Department of State
Amendment Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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

Tel 704.386.1621
Fax 704.386.1670

Writer's Direct Dial:
704/386-7483

RE: Articles of Dissolution

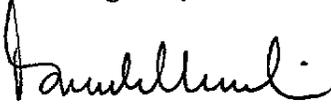
To Whom it May Concern:

Enclosed for filing are one original and one copy of Articles of Merger. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee (\$35.00 for each corporation which is a party to the merger).

Please return a file-stamped copy of the Articles to my attention in the enclosed self-addressed envelope.

If you have any questions, please feel free to contact me at the number above. Thank you for your assistance.

Best regards,



Brenda Mareski, CLA
Paralegal

Attachments

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-08/09/00-01007-009
*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Official Sponsor 2000-2004
U.S. Olympic Team

merger
T LEWIS AUG 8 2000

July 19, 2000

Bank of America



Bank of America Corporation
Legal Department
NC1-007-20-01
100 North Tryon Street
Charlotte, NC 28255

Tel 704.386.2400
Fax 704.386.6453

Writer's Direct Dial:
704/386-7483

Florida Department of State
Amendment Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Merger

To Whom it May Concern:

Enclosed for filing are one original and one copy of Articles of Merger. Also enclosed is our check # 0003952495 in the amount of \$70.00 in payment of the filing fee (2 corporations @ \$35.00 each).

Please return a file-stamped copy of the Articles to my attention in the enclosed Airborne envelope.

If you have any questions, please feel free to contact me at the number above. Thank you for your assistance.

Best regards,

A handwritten signature in cursive script, appearing to read "Brenda Mareski".

Brenda Mareski, CLA
Paralegal

Attachments



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

BRENDA MARESKI, CLA
BANK OF AMERICA CORPORATION
100 NORTH TRYON STREET
CHARLOTTE, NC 28255

SUBJECT: FIRST LAND SALES, INC.
Ref. Number: H36970

We have received your document for FIRST LAND SALES, INC. and check(s) totaling \$25.00. However, your check(s) and document are being returned for the following:

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 100A00040058

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WAC ONE, INC., a Florida corporation, M56182.

INTO

FIRST LAND SALES, INC., a Florida entity, H36970.

File date: August 8, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

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 is:

<u>Name</u>	<u>Jurisdiction</u>
First Land Sales, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
WAC One, Inc.	Florida

FILED
00 AUG -8 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

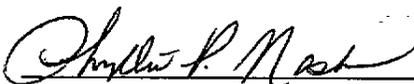
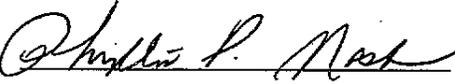
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective upon filing.

FIFTH: Adoption of Merger by **surviving** corporation – The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on July 15, 2000.

SIXTH: Adoption of Merger by **merging** corporation – The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on July 15, 2000.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
First Land Sales, Inc.		Phyllis P. Nash Vice President
WAC One, Inc.		Phyllis P. Nash Vice President

PLAN OF MERGER

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.

1. The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
First Land Sales, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
WAC One, Inc.	Florida

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

a. The Articles of Incorporation of First Land Sales, Inc. in effect on the date of the merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

b. The by-laws of First Land Sales, Inc. 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.

c. The directors and officers of First Land Sales, Inc. shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

4. 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, 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 First Land Sales, Inc. which shall be issued and outstanding on the effective date of this merger shall remain issued and outstanding.

Each share of common stock of WAC One, 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.