

# H36970

Bank of America



August 15, 2002

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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

Tel 704.386.1621  
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Writers Direct Dial:  
704.386.7483

To Whom It May Concern:

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

100007169681--8  
-08/16/02--01057--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Also enclosed is our check 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 envelope.

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

Best regards,

Brenda Mareski, CLA  
Assistant Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 AUG 19 PM 4: 27

Enclosures

*Menger*

V SHEPARD AUG 25 2002



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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

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

INTO

**BANA RESIDUALS, INC.**, a Tennessee entity not qualified in Florida.

File date: August 19, 2002

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 19 PM 4:27

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>
BANA Residuals, Inc.	Tennessee

**Second:** The name and jurisdiction of each **merging** corporation:

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

**Third:** The Plan of Merger is attached.

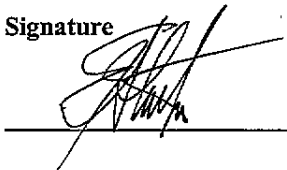
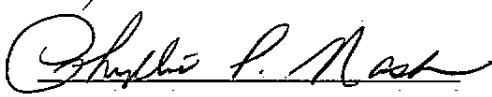
**Fourth:** The merger shall become effective on Aug. 19, 2002.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on August 24, 2001.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporations on August 24, 2001.

**Seventh: SIGNATURES FOR EACH CORPORATION**

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.

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
BANA Residuals, Inc.		Edward J. Stark, President
First Land Sales, Inc.		Phyllis P. Nash, Vice President

PLAN OF MERGER  
merging  
First Land Sales, Inc.  
Into  
BANA Residuals, Inc.

Pursuant to this Plan of Merger, First Land Sales, Inc. shall be merged ("Merger") with and into BANA Residuals, Inc., a corporation organized and existing under the laws of Tennessee.

The Merger shall be in accordance with the following terms and conditions:

- FIRST: Upon the Merger becoming effective, First Land Sales, Inc. shall be merged with BANA Residuals, Inc., which shall be the surviving corporation.
- SECOND: The Articles of Incorporation of BANA Residuals, 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.
- THIRD: Additional terms and conditions of the Merger are as follows:
- (a) The bylaws of BANA Residuals, 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 BANA Residuals, Inc. shall continue in office upon and after the time of the Merger.
  - (c) The Merger shall become effective upon the filing of the Articles of Merger or on such other date and time as the officers of the surviving corporation shall deem appropriate.
- FOURTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:
- (a) Each share of capital stock of BANA Residuals, Inc. issued and outstanding at the time of the Merger shall remain issued and outstanding.
  - (b) Each share of capital stock of First Land Sales, Inc. issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.
- FIFTH: The constituents of the Merger intend the merger to qualify under the Internal Revenue Code ("IRC") Section 368(a)(1)(A).
- SIXTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of BANA Residuals, 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 First Land Sales, Inc. at any time prior to the filing of the articles of merger.
- SEVENTH: All of the property, rights, privileges, leases and patents of First Land Sales, Inc. are to be transferred to and become the property of BANA Residuals, 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.