



THE UNITED STATES
CORPORATION
COMPANY

17 54 134

ACCOUNT NO. : 072100000032

REFERENCE : 580377 167868A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 105.00

ORDER DATE : October 28, 1997

ORDER TIME : 11:28 AM

ORDER NO. : 580377-075

CUSTOMER NO: 167868A

300002334983--7

CUSTOMER: Ms. Lisa Clontz
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

ARTICLES OF MERGER

SCBK HOLDINGS, INC.
PROFESSIONAL ASSET MANAGEMENT
IN TENNESSEE, INC.

INTO

WSI, INC.

FILED
97 OCT 31 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

Whittaker
11/13
WWS
RECEIVED
97 OCT 31 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H54134

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SCBK HOLDINGS, INC., a North Carolina corporation, not qualified in Florida

PROFESSIONAL ASSET MANAGEMENT IN TENNESSEE, INC., a Tennessee
corporation not qualified in Florida

INTO

WSI, INC., a Florida corporation, H54134.

File date: October 31, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER

Merger of

SCBK Holdings, Inc., and
(a North Carolina corporation)

PROFESSIONAL ASSET MANAGEMENT IN TENNESSEE, INC.

(a Tennessee corporation)
(collectively referred to hereafter as the "Merging Corporations")

into

WSI, INC.

(a Florida corporation and
referred to hereafter as the "Surviving Corporation")

FILED
91 OCT 31 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are delivered to the Secretary of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Plan of Merger (the "Plan") providing for the merger of the Merging Corporations with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The shareholders of the Merging Corporations approved the Plan as of October 24, 1997. The shareholders of the Surviving Corporation were not required to approve the Plan pursuant to Section 607.1103(7) of the FBCA.
- (b) The boards of directors of each of the Merging Corporations and the Surviving Corporation approved the Plan as of October 24, 1997.

Section 3. Effective Time.

The Effective Time of the Merger shall be at 11:59 P.M. on October 31, 1997.

Effective as of the 24th day of October, 1997.

Surviving Corporation:

WSI, INC.

By: Robert L. Andersen

Name: Robert L. Andersen

Its: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Its: Assistant Secretary

Exhibit A

PLAN OF MERGER

Merging

SCBK Holdings, Inc., and
(a North Carolina corporation)
PROFESSIONAL ASSET MANAGEMENT IN TENNESSEE, INC.
(a Tennessee corporation)

(Collectively referred to hereafter as the "Merging Corporations")

into

WSI, INC.
(a Florida corporation and
referred to hereafter as the "Surviving Corporation")

This Plan of Merger (hereafter "Plan") is entered into by and among the Merging Corporations and the Surviving Corporation pursuant to Section 55-11-01 of the North Carolina Business Corporation Act, Section 48-21-102 of the Tennessee Business Corporation Act and Section 607.1101 of the Florida 1989 Business Corporation Act.

Section 1. The Merger.

At 11:59 P.M. on October 31, 1997 (the "Effective Time"), the Merging Corporations shall merge with and into the Surviving Corporation (the "Merger"). At the Effective Time, the separate corporate existence of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Articles of Incorporation; Bylaws; Directors and Officers.

The name of the Surviving Corporation shall remain "WSI, INC." The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the Merger. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation immediately prior to the Merger shall be the Directors and Officers of the Surviving Corporation after the Merger.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) All of the outstanding shares of the capital stock of the Merging Corporations shall be canceled, and
- (b) All of the outstanding shares of the capital stock of the Surviving Corporation immediately prior to the Merger shall remain outstanding and shall not be converted, exchanged or in any manner altered by the Merger.

Section 4. Effect of Merger.

All of the assets of the Merging Corporations at the Effective Time shall pass to, vest in and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Waiver, Amendment, Termination; Further Assurances.

This Plan may be amended at any time prior to the Effective Time by the parties executing a written amendment hereto and may be terminated or abandoned at any time prior to the Effective Time by the parties executing a written termination or abandonment.

- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of each of the Merging Corporations and the Surviving Corporation, each of the Merging Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of such states of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
- (b) The Boards and Directors and the proper officers of each of the Merging Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger herein provided for.

in witness whereof, this Plan has been executed by each of the Merging Corporations and the Surviving Corporation.

Merging Corporations:
SCBK HOLDINGS, INC.

By: Robert L. Andersen
Robert L. Andersen
Its: Senior Vice President

Attest: Lisa P. Clontz
Lisa P. Clontz
Its: Assistant Secretary

**PROFESSIONAL ASSET MANAGEMENT IN
TENNESSEE, INC.**

By: Robert L. Andersen
Robert L. Andersen
Its: Senior Vice President

Attest: Lisa P. Clontz
Lisa P. Clontz
Its: Assistant Secretary

Surviving Corporation:
WSI, INC.

By: Robert L. Andersen
Robert L. Andersen
Its: Senior Vice President

Attest: Lisa P. Clontz
Lisa P. Clontz
Its: Assistant Secretary