

J33658

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Corporation(s) Name

Homeside Holdings, Inc
into:
Homeside Leading, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
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G. COULLIETTE MAR 06 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOMESIDE HOLDINGS, INC., a Florida corporation, 372959

INTO

HOMESIDE LENDING, INC., a Florida entity, J33658

File date: March 6, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
HOMESIDE HOLDINGS, INC.
INTO
HOMESIDE LENDING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. **HOMESIDE HOLDINGS, INC.**, a Florida corporation (the "Merging Corporation"), shall be merged with and into **HOMESIDE LENDING, INC.**, a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger.

2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The Articles of Incorporation of the Merging Corporation as in effect immediately prior to the Effective Date shall become the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors of the Merging Corporation on February 15, 2000, and by the directors of the Surviving Corporation on February 15, 2000.

5. Pursuant to Section 607.1104, Florida Statutes, no shareholder approval was required for this merger.

6. The name of the Surviving Corporation after the Merger shall remain and be **HOMESIDE LENDING, INC.**

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers as of February 15, 2000.

HOMESIDE HOLDINGS, INC.

By: _____

Name: Robert J. Jacobs
Its: Vice President

HOMESIDE LENDING, INC.

By: _____

Name: Robert J. Jacobs
Its: Executive Vice President

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of this 15th day of February, 2000, by and between **HOMESIDE HOLDINGS, INC.**, a Florida corporation (the "Merging Corporation"), and **HOMESIDE LENDING, INC.**, a Florida corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Merging Corporation shall remain and be **HOMESIDE LENDING, INC.**, without further act or deed.

4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Merging Corporation shall become the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly

electd and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof, and converted, on a one-for-one basis, into shares of common stock of the Surviving Corporation.

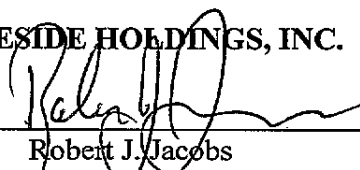
6. **Articles of Merger.** At the closing of the Merger, the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Department of State.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

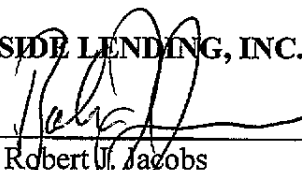
8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

HOMESIDE HOLDINGS, INC.

By: 
Name: Robert J. Jacobs
Title: Vice President

HOMESIDE LENDING, INC.

By: 
Name: Robert J. Jacobs
Title: Executive Vice President