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L61054

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CORPORATION(S) NAME

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MidAtlantic Financial Services Corp. The record
merging into

PNC Realty Holdings Corp of Florida

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L61054

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MIDATLANTIC FINANCIAL SERVICES CORP., a Florida corporation J01118

INTO

PNC REALTY HOLDING CORP. OF FLORIDA, a Florida corporation, L61054.

File date: May 9, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **MIDLANTIC FINANCIAL SERVICES CORP.** ("Merged Corporation") into **PNC REALTY HOLDING CORP. OF FLORIDA** ("Surviving Corporation").

97 MAY -9 PM 3:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Each corporation that is a party to these Articles of Merger has duly approved a Plan of Merger whereby Merged Corporation and Surviving Corporation shall be, and they hereby are, merged with and into the Surviving Corporation, and the Surviving Corporation shall, and hereby does, merge the Merged Corporation with and into itself. The Surviving Corporation shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile. The effective date of the merger (the "Effective Date") shall be the close of business on the date of filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE II

The method of carrying the merger into effect is as follows: immediately prior to the merger, all of the issued and outstanding stock of the Merged Corporation will be owned by the Surviving Corporation. Pursuant to the merger, all of the outstanding shares of stock of the Merged Corporation will be canceled. No new shares of stock in the Surviving Corporation will be issued to the former shareholders of the Merged Corporation. Each share of common stock of the Surviving Corporation that is issued and outstanding on the Effective Date shall continue and remain unchanged as one share of common stock of the Surviving Corporation.

ARTICLE III

In connection with the merger, the Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be changed or amended by the merger.

ARTICLE IV

- (a) The vote of the shareholders of the Merged Corporation was not required pursuant to Section 607.1104(1)(a), Florida Statutes. The Board of Directors of the Merged Corporation approved these

Articles of Merger on August 27, 1996.

- (b) The vote of the shareholders of the Surviving Corporation was not required pursuant to Sections 607.1103(7) and 607.1104(1)(a), Florida Statutes. The Board of Directors of the Surviving Corporation approved these Articles of Merger on April 29, 1997.

IN WITNESS WHEREOF, each corporation that is a party hereto has caused its duly authorized Officer to execute these Articles of Merger this 29th day of April, 1997.

MIDLANTIC FINANCIAL SERVICES CORP.

By: *Dale F. Marrison*
Dale F. Marrison
Vice President

PNC REALTY HOLDING CORP.
OF FLORIDA

By: *H. Lewis Lobdell*
H. Lewis Lobdell
President

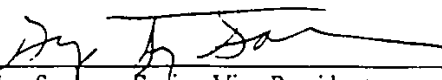
MIDLANTIC FINANCIAL SERVICES CORP.

CONSENT IN WRITING OF SOLE SHAREHOLDER

The undersigned, being the sole shareholder of Midlantic Financial Services Corp., a Florida corporation, hereby consents in writing to the following resolution:

RESOLVED, that the undersigned hereby approves the Plan and Agreement of Merger, whereby Midlantic Financial Services Corp., will be merged with and into PNC Realty Holding Corp. of Florida, with PNC Realty Holding Corp. of Florida as the surviving corporation, upon the terms and conditions set forth in the Plan and Agreement of Merger.

MIDLANTIC BANK, NATIONAL ASSOCIATION



Gary Jay Saulson, Senior Vice President

**MIDLANTIC FINANCIAL SERVICES CORP.
CONSENT IN WRITING OF THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of Midlantic Financial Services Corp., a Florida corporation, hereby consent in writing to the following resolutions:

RESOLVED, that the proposed merger of Midlantic Financial Services Corp. with and into PNC Realty Holding Corp. of Florida on the terms and conditions set forth in the Plan of Merger between Midlantic Financial Services Corp. and PNC Realty Corp. of Florida be, and the same hereby is, approved and recommended to the sole shareholder of the Company; and

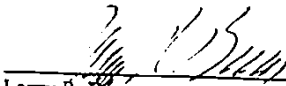
FURTHER RESOLVED, that the President, the Secretary and any Vice President of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver any number of counterparts of the Plan of Merger with such changes, additions, deletions, completions and amendments as the officer executing the same may approve, such officer's execution and delivery of the Plan of Merger to be conclusive evidence of the approval of such officer of any such changes, additions, deletions, completions or amendments; and

FURTHER RESOLVED, that any one of the officers specified in the foregoing resolution be, and thereby is, authorized and directed to execute and file the certificate of merger with the Secretary of State of the State of Florida on such date as such officer shall determine to be appropriate; and

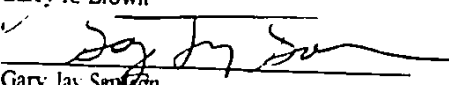
FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, on behalf of the Company, at any time and from time to time to adopt any and all procedures, to execute and deliver any and all agreements, instruments and other documents, and to do and perform any and all acts and things which any such officer may deem necessary or appropriate to carry out the foregoing resolutions; and

FURTHER RESOLVED, that the officers of the Company are authorized and directed to take any and all necessary or appropriate action to submit the Plan of Merger to the sole shareholder of the Company for ratification and confirmation.

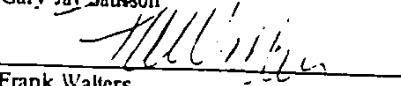
IN WITNESS WHEREOF, the undersigned have executed this written consent as of the 27th day of August, 1996.



Larry R. Brown



Gary Jay Sautson



Frank Walters

PLAN AND ARTICLES OF MERGER
OF
MIDLANTIC FINANCIAL SERVICES CORP.
WITH AND INTO
PNC REALTY HOLDING CORP. OF FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporations Act, the undersigned corporations adopt the following Plan and Articles of Merger for the purpose of merging **MIDLANTIC FINANCIAL SERVICES CORP.** into **PNC REALTY HOLDING CORP. OF FLORIDA**:

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporations Act:

PLAN OF MERGER
OF
MIDLANTIC FINANCIAL SERVICES CORP.
INTO
PNC REALTY HOLDING CORP. OF FLORIDA

ARTICLE I

Constituent Corporations

At the Effective Time (as defined in Article III below), MIDLANTIC FINANCIAL SERVICES CORP. ("Merged Corporation") will be merged with and into PNC REALTY HOLDING CORP. OF FLORIDA ("Surviving Corporation") in accordance with the applicable laws of the State of Florida (the "Merger").

ARTICLE II

Terms and Conditions

At the Effective Time of the Merger, the separate existence of the Merged Corporation shall thereupon cease, and the Surviving Corporation in the Merger shall continue its corporate existence under the laws of the State of Florida. At the Effective

Time, the Surviving Corporation shall thereupon and thereafter possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, amenities, powers, franchises and authority of the Merged Corporation, and title to all real estate and other property, or any interest therein, owned by or vested in either the Merged Corporation or the Surviving Corporation shall not revert or be impaired by reason of the Merger. At the Effective Time, the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Merged Corporation and the Surviving Corporation; and any claim existing or action or proceeding pending by or against either of the Merged Corporation or the Surviving Corporation may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of either of the Merged Corporation or the Surviving Corporation shall be impaired.

ARTICLE III

Effective Time

The Merged Corporation and the Surviving Corporation shall cause the Merger to be consummated by the filing of the Plan and Articles of Merger with the Florida Department of State in accordance with the applicable laws of Florida. The Merger shall become effective at 5:00 p.m. on the date the Plan and Articles of Merger are duly delivered to the Secretary of State of the Florida Department of State and filed in accordance with applicable law (the "Effective Time").

ARTICLE IV

Conversion of Shares

As of the Effective Time, by virtue of the Merger, and without action on the part of the holders thereof:

- a. The aggregate number of shares which the Surviving Corporation shall have authority to issue is 1,000 shares of stock, all of which shall be common stock, without par value;
- b. The aggregate number of shares which the Merged Corporation shall have authority to issue is 100 shares of One Dollar (\$1.00), par value common stock;
- c. All shares of common stock held by the Merged Corporation common stock shall be canceled, without payment of any further

consideration; and

- d. Each of the shares of common stock, no par value, of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding after the Effective Time.

ARTICLE V

Articles of Incorporation and By-Laws

Immediately after the Effective Time, the Articles of Incorporation of the Surviving Corporation immediately prior thereto shall be the Articles of Incorporation of the Surviving Corporation as the surviving corporation of the Merger, and the By-Laws of the Surviving Corporation immediately prior thereto shall be the By-Laws of the Surviving Corporation, as the surviving corporation of the Merger.

ARTICLE VI

Officers and Directors

Immediately after the Effective Time, the Officers and Directors of the Surviving Corporation immediately prior thereto shall be the Officers and Directors of the Surviving Corporation, as the surviving corporation of the merger.

2. The Merger shall be effective on the date on which this Plan and Articles of Merger is filed with the Secretary of the State of the Florida Department of State.

3. The dates of adoption of the Plan of Merger by the shareholders of each of the Merged Corporation and Surviving Corporation were:

<u>Name of Corporation</u>	<u>Date</u>
MIDLANTIC FINANCIAL SERVICES CORP.	August 27, 1996
PNC REALTY HOLDING CORP. OF FLORIDA	April 29, 1997.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have caused this Plan and Articles of Merger to be executed as of this 29th day of April, 1997.

MIDLANTIC FINANCIAL SERVICES CORP.

By: *Dale F. Marrison*
Dale F. Marrison
Vice President

PNC REALTY HOLDING CORP.
OF FLORIDA

By: *H. Lewis Lobdell*
H. Lewis Lobdell
President