

# M56182

Bank of America



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

Tel 704.386.1621  
Fax 704.386.1670

December 20, 1999

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

9000003076949--2  
-12/21/99--01073--015  
\*\*\*\*140.00 \*\*\*\*140.00

To Whom It May Concern:

Enclosed are one original and one copy of the following documents for filing with the Florida Department of Corporations:

Articles of Merger of  
CFB Holding Corporation  
Chase/Scarborough Group, Inc. and  
First Financial Real Estate Development, Inc.  
into  
WAS One, Inc.

FILED  
99 DEC 21 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return a file-stamped copy of the Merger to my attention in the enclosed self-addressed envelope. I have enclosed our check in the amount of \$140.00 in payment of the filing fees.

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

Sincerely,

Brenda J. Mareski  
Paralegal

Enclosures

*Merger*

V. SHEPARD JAN 6 2000

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CFB HOLDING CORPORATION, a Florida corporation, L28654

CHASE/SCARBOROUGH GROUP, INC., a Florida corporation, P94000073712

FIRST FINANCIAL REAL ESTATE DEVELOPMENT, INC., a Florida corporation,  
G92299

INTO

**WAC ONE, INC.**, a Florida entity, M56182.

File date: December 21, 1999

Corporate Specialist: Velma Shepard

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1105, Florida Statutes.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name and jurisdiction of the **surviving** corporation is:

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

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

<u>Name</u>	<u>Jurisdiction</u>
CFB Holding Corporation	Florida
Chase/Scarborough Group, Inc.	Florida
First Financial Real Estate Development, Inc.	Florida

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

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholder of the surviving corporation on December 9<sup>th</sup>, 1999.

**SIXTH:** The Plan of Merger was adopted by the shareholder of each of the merging corporations on December 9<sup>th</sup>, 1999.

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Name of Individual</u>
WAC One, Inc.	<u>Edith M Loughlin</u>	Edith M. Loughlin Senior Vice President
CFB Holding Corporation	<u>Edith M Loughlin</u>	Edith M. Loughlin Senior Vice President
Chase/Scarborough Group, Inc.	<u>Edith M Loughlin</u>	Edith M. Loughlin Senior Vice President
First Financial Real Estate Development, Inc.	<u>Edith M Loughlin</u>	Edith M. Loughlin Senior Vice President

PLAN OF MERGER  
MERGING  
CFB HOLDINGS, INC.  
CHASE/SCARBOROUGH GROUP, INC.

And  
FIRST FINANCIAL REAL ESTATE DEVELOPMENT, INC.  
Into  
WAC ONE, INC.

Pursuant to this Plan of Merger, CFB Holdings, Inc., a Florida corporation, Chase/Scarborough Group, Inc., a Florida corporation, and First Financial Real Estate Development, Inc., a Florida corporation, shall be merged with and into WAC One, Inc., a Florida corporation (the "Merger").

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

FIRST: Upon the Merger becoming effective, CFB Holdings, Inc., Chase/Scarborough Group, Inc., and First Financial Real Estate Development, Inc. shall be merged with WAC One, Inc., which shall be the surviving corporation.

SECOND: The articles of incorporation of WAC One, 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 WAC One, Inc. in effect 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 WAC One, Inc. shall continue in office upon and after the time of the Merger.

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 WAC One, Inc. issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of capital stock of CFB Holdings, Inc., Chase/Scarborough Group, Inc., and First Financial Real Estate Development, 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 CFB Holdings, Inc., Chase/Scarborough Group, Inc., or First Financial Real Estate Development, Inc. at any time prior to the effective date of the Plan of Merger.

IN WITNESS WHEREOF, the parties to this Plan, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the Senior Vice President of each party hereto as the respective act, deed and agreement of each said corporations, on this 9<sup>th</sup> day of December, 1999.

WAC ONE, INC.

By Edith M Loughlin  
Edith M. Loughlin, Sr. Vice President

CFB HOLDINGS, INC.

By Edith M Loughlin  
Edith M. Loughlin, Sr. Vice President

CHASE/SCARBOROUGH GROUP, INC.

By Edith M Loughlin  
Edith M. Loughlin, Sr. Vice President

FIRST FINANCIAL REAL ESTATE  
DEVELOPMENT, INC.

By Edith M Loughlin  
Edith M. Loughlin, Sr. Vice President