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MERGER OR SHARE EXCHANGE

RESOURCE BANCSHARES MORTGAGE GROUP, INC.

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*Backdated to
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*6/28/04
merger
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 25, 2004

RESOURCE BANCSHARES MORTGAGE GROUP, INC.
9710 TWO NOTCH RD
COLUMBIA, SC 29223

SUBJECT: RESOURCE BANCSHARES MORTGAGE GROUP, INC.
REF: P03000031232

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Darlene Connell
Document Specialist

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Republic Leasing Company, Inc. 9710 Two Notch Road Columbia, SC 29223	South Carolina	Corporation

Florida Document/Registration Number: F99000003356

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party are as follows:

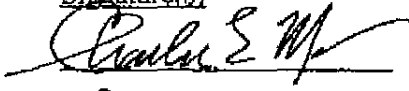
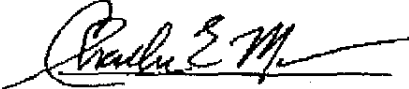
<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Resource Bancshares Mortgage Group, Inc. 9710 Two Notch Road Columbia, SC 29223	Florida	Corporation

Florida Document/Registration Number: P03000031232

THIRD: The attached Plan of Merger meets the requirements of Section 607.1104, Florida Statutes, and was approved by the directors of the parent corporation in accordance with Chapter 607, Florida Statutes on June 23, 2004. Shareholder approval was not required.

FOURTH: The merger shall become effective as of July 1, 2004 at 12:01 a.m.

SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Republic Leasing Company, Inc.		Print Name: <u>Charles E. Mapson</u> Title: <u>Secretary</u>
Resource Bancshares Mortgage Group, Inc.		Print Name: Charles E. Mapson Title: Vice President

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Prepared by Ivan Colao
Florida Bar No. 0022608
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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PLAN OF MERGER

The following plan of merger, which was adopted and approved in accordance with Section 607.1104, Florida Statutes and 33-11-104, South Carolina Code of Laws, is being submitted in accordance with section 607.1105, Florida Statutes and 33-11-105, South Carolina Code of Laws.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Republic Leasing Company, Inc. 9710 Two Notch Road Columbia, SC 29223	South Carolina

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Resource Bancshares Mortgage Group, Inc. 9710 Two Notch Road Columbia, SC 29223	Florida

THIRD: The terms and conditions of the merger are as follows:

Republic Leasing Company, Inc. shall be merged with and into Resource Bancshares Mortgage Group, Inc. and Resource Bancshares Mortgage Group, Inc. shall be the surviving entity. On the effective date of the merger, the separate existence of Republic Leasing Company, Inc. shall cease, and all of its property, rights, privileges, and liabilities, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Resource Bancshares Mortgage Group, Inc. without further act or deed.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

By virtue of the merger and without any further action on the part of the merging party, all of the merging party's issued and outstanding shares, and any and all options, warrants, and other securities exercisable or exchangeable for, or convertible into, the merging party's shares shall be canceled without any conversion thereof and no payment or distribution shall be made with respect thereto.

FIFTH: The shareholders of the subsidiary who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

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