

SunTrust Banks, Inc.
Mail Code 643SP
303 Peachtree Street, N.E.
38th Floor
Atlanta, Georgia 30308
Tel (404) 588-8522
Fax (404) 724-3550

P10829

Margaret U. Hodgson
First Vice President and
Senior Attorney

SUNTRUST

May 11, 2000

SENT VIA OVERNIGHT DELIVERY

Florida Department of State
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

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-05/12/00--01124--001
*****70.00 *****70.00

EFFECTIVE DATE
5/26/00

Re: Merger of SunTrust Annuities, Inc. into SunTrust Securities, Inc.

Dear Sir or Madam:

Please find enclosed the following items in connection with the merger of SunTrust Annuities, Inc., a Florida corporation, into SunTrust Securities, Inc., a Georgia corporation:

1. Original Articles of Merger with Plan of Merger attached and one extra copy; and
2. Check in the amount of \$70.00 payable to the Department of State.

As noted in the Articles of Merger, we would like the merger to be effective on May 26, 2000. Please direct any correspondence regarding this merger to my attention and stamp the extra copy of the Articles of Merger and return it to me. Thank you for your assistance. If you have any questions, feel free to call me at the above number.

Sincerely,

Margy Hodgson

Margaret U. Hodgson

Enclosures
MUH/glp
Copies to: Georgett Dickinson

FILED
00 MAY 12 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
spayne
5/25/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNTRUST ANNUITIES, INC., a FL corp., P95000092955

into

SUNTRUST SECURITIES, INC., a Georgia entity P10829

File date: May 12, 2000 , effective May 26, 2000

Corporate Specialist: Susan Payne

FILED

00 MAY 12 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
SUNTRUST ANNUITIES, INC.,
a Florida corporation
AND
SUNTRUST SECURITIES, INC.,
a Georgia corporation**

EFFECTIVE DATE
5/26/00

Pursuant to Section 607.1105 of the Florida Business Corporation Act, SunTrust Securities, Inc., a corporation organized and existing under the law of the State of Georgia ("Company"), and SunTrust Annuities, Inc., a corporation organized and existing under the law of the State of Florida ("SunTrust Annuities"), adopt the following Articles of Merger:

1.

Company and SunTrust Annuities are merging in accordance with a Plan of Merger, which is attached as Exhibit A and is hereby incorporated herein by reference. The surviving corporation is Company, a Georgia corporation. The merger is permitted by Georgia law and Company has complied with that law in effecting the merger.

2.

The effective date and time of the merger shall be May 26, 2000, at 12:03 a.m., Eastern Time.

3.

The Plan of Merger was approved by the sole shareholder of Company by written consent on April 11, 2000.

4.

The Plan of Merger was approved by the sole shareholder of SunTrust Annuities by written consent on April 28, 2000.

IN WITNESS WHEREOF, Company and SunTrust Annuities have caused their duly authorized officers to execute these Articles of Merger as of the 2nd day of May, 2000.

SUNTRUST ANNUITIES, INC.

By: 

Hunting F. Deutsch

Title: President

SUNTRUST SECURITIES, INC.

By: 

Dennis B. Dills

Title: Chairman of the Board and
Chief Executive Officer

EXHIBIT A

PLAN OF MERGER OF SUNTRUST ANNUITIES, INC. WITH AND INTO SUNTRUST SECURITIES, INC.

I.

Preamble

SunTrust Annuities, Inc., a corporation organized and existing under the laws of the State of Florida ("SunTrust Annuities"), has authorized capital stock consisting of 5,000 shares of common stock, \$1.00 par value, of which all 5,000 are issued and outstanding and owned by SunTrust Bank ("SunTrust Annuities Stock"). SunTrust Securities, Inc., a corporation organized and existing under the laws of the State of Georgia ("Company"), has authorized capital stock consisting of 2,000,000 shares of common stock, \$1.00 par value, of which 50,000 are issued and outstanding and owned by SunTrust Banks, Inc. ("Company Stock"). Neither SunTrust Annuities nor Company have granted any rights to acquire additional shares of common stock.

II.

Merger

SunTrust Annuities shall be merged with and into Company.

III.

Surviving Corporation

SunTrust Annuities shall be merged (the "Merger") with and into Company at the Effective Time (as hereinafter defined) in accordance with the Georgia Business Corporation Code and the Florida Business Corporation Act. At the Effective Time, the separate existence of SunTrust Annuities shall cease and Company shall be the surviving entity (the "Surviving Corporation").

IV.

Articles of Incorporation

The Articles of Incorporation of Company as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until otherwise amended or repealed.

V.

Bylaws

The Bylaws of Company in effect at the Effective Time shall be the Bylaws of the Surviving Corporation from and after the Effective Time until otherwise amended or repealed.

VI.

Officers and Directors

The Officers and Directors of Company at the Effective Time shall continue as the Officers and Directors of the Surviving Corporation in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

VII.

Manner and Basis of Converting Shares

- (a) All of the shares of Company Stock issued and outstanding at the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger.
- (b) Each share of SunTrust Annuities Stock issued and outstanding immediately prior to the Effective Time shall be cancelled, without any action on the part of the holder thereof.

VIII.

Effective Time

The Effective Time of the Merger shall be as specified in the Articles of Merger.

IX.

Termination and Amendments

This Plan may be terminated by the consent of the Company and SunTrust Annuities at any time prior to the Effective Time. To the extent permitted by law, this Plan may be amended by a subsequent writing signed by each of the Company and SunTrust Annuities.