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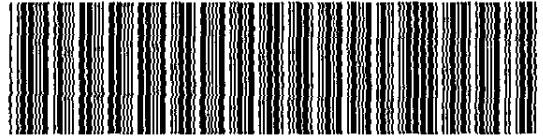
(Business Entity Name)

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FILED
03 DEC 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPIRES DATE
12-31-03

RECEIVED
03 DEC 15 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulette DEC 15 2003

CT CORPORATION

December 15, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5998064 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Barnett Bank Premises Company - Brickell (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

STATE OF FLORIDA
ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

Name _____ Jurisdiction _____

BANA RESIDUALS, INC. **TENNESSEE**

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

Name _____ Jurisdiction _____

BARNETT BANK PREMISES COMPANY- BRICKELL **FLORIDA**

THIRD: The Plan of Merger is attached as Exhibit A hereto.

FOURTH: The merger shall become effective on **December 31, 2003**.

FIFTH: The Plan of Merger was adopted by the shareholder of the **surviving** corporation on 5th day of December, 2003.

SIXTH: The Plan of Merger was adopted by the shareholder of the **merging** corporation on 5th day of December, 2003.

EFFECTIVE DATE
12-31-03

FILED
03 DEC 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 5th day of December, 2003.

**BARNETT BANK PREMISES
COMPANY- BRICKELL**



David R. Smith, President

BANA RESIDUALS, INC.

Edward J. Stark, President

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 5th day of December, 2003.

**BARNETT BANK PREMISES
COMPANY- BRICKELL**

David R. Smith, President

BANA RESIDUALS, INC.



Edward J. Stark, President

EXHIBIT A

STATE OF FLORIDA

PLAN OF MERGER

MERGING

BARNETT BANK PREMISES COMPANY- BRICKELL

INTO

BANA RESIDUALS, INC.

Pursuant to this Plan of Merger, **BARNETT BANK PREMISES COMPANY- BRICKELL** (the Merging Corporation), shall be merged ("Merger") with and into **BANA RESIDUALS, INC.**

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

FIRST: The name and jurisdiction of the **merging** entity is:

BARNETT BANK PREMISES COMPANY- BRICKELL

FLORIDA

SECOND: The name and jurisdiction of the **surviving** entity is as follows:

BANA RESIDUALS, INC.

TENNESSEE

THIRD: The Articles of Incorporation of **BANA RESIDUALS, 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*.

FOURTH: Additional terms and conditions of the Merger are as follows:

(a) The bylaws of **BANA RESIDUALS, INC.** as they shall exist 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 **BANA RESIDUALS, INC.** shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on **December 31, 2003** or on such other date and time as the officers of **BANA RESIDUALS, INC.** shall deem appropriate.

FIFTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of common stock of **BANA RESIDUALS, INC.** issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of common stock of the Merging Corporation issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

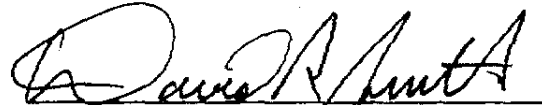
SIXTH: This Plan of Merger may be terminated and abandoned by action of the Sole Director of **BANA RESIDUALS, INC.** at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of the Merging Corporation at any time prior to the filing of the articles of merger.

SEVENTH: All of the property, rights, privileges, leases and patents of the Merging Corporation are to be transferred to and become the property of **BANA RESIDUALS, INC.**, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which maybe needed to effectuate a full and complete transfer of ownership.

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 5th day of December, 2003.

**BARNETT BANK PREMISES
COMPANY- BRICKELL**



David R. Smith, President

BANA RESIDUALS, INC.

Edward J. Stark, President

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 5th day of December, 2003.

**BARNETT BANK PREMISES
COMPANY- BRICKELL**

David R. Smith, President

BANA RESIDUALS, INC.



Edward J. Stark, President