

9500056871

REFERENCE : 586195 167868A

AUTHORIZATION : Patricia Pigjito

COST LIMIT : \$ 105.00

ORDER DATE : May 17, 2002

ORDER TIME : 4:02 PM

ORDER NO. : 586195-025

CUSTOMER NO: 167868A

CUSTOMER: Beverly Jackson, Legal Asst  
Wachovia Corporation  
One First Union Center, Nc0630  
301 South College Street-30th  
Charlotte, NC 28288-0630

ARTICLES OF MERGER

FIRST UNION INSURANCE AGENCY  
OF FL, INC., WATER STREET  
INSURANCE AGENCY, INC.

INTO

WACHOVIA INSURANCE AGENCY,  
INC.

900005558699--5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR  
5/20/02

RECEIVED  
02 MAY 17 PM 4:30

FLORIDA SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST UNION INSURANCE AGENCY OF FL, INC., a Fla corp. P96000049123  
WATER STREET INSURANCE AGENCY, INC., a Fla corp. P95000056871

INTO

**WACHOVIA INSURANCE AGENCY, INC.**, a Virginia entity not qualified in  
Florida.

File date: May 17, 2002, effective June 15, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 105.00

EFFECTIVE DATE  
6/15/02

## ARTICLES OF MERGER

Merging

**FIRST UNION INSURANCE AGENCY OF FL, INC., and**  
(a Florida corporation)

**WATER STREET INSURANCE AGENCY, INC.**  
(a Florida corporation)

(collectively referred to hereafter as the "Merging Corporations")

FILED  
02 MAY 17 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

into

**WACHOVIA INSURANCE AGENCY, INC.**  
(a Virginia corporation and  
referred to hereafter as the "Surviving Corporation")

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

### Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporations with and into the Surviving Corporation (the "Merger").

### Section 2. Approval of Plan.

- (a) The sole shareholders of the Merging Corporations approved the Plan as of April 12, 2002. The sole shareholder of the Surviving Corporation was not required to approve the Plan.
- (b) The board of directors of the Merging Corporations and the Surviving Corporation approved the Plan as of April 12, 2002.
- (c) The Merger is permitted by the law of the state under whose law the foreign corporation is incorporated and the foreign corporation has complied with, or upon making any required filings, will have complied with such law in effecting the Merger.


### Section 3. Effective Time.

The Effective Time of the Merger shall be immediately upon the filing of the Certificates and Articles of Merger.

**DATED** as of the 12<sup>th</sup> day of April, 2002.

Surviving Corporation:

**WACHOVIA INSURANCE AGENCY, INC.**

By: 

Name: Robert L. Andersen

Title: Senior Vice President

Merging Corporations:

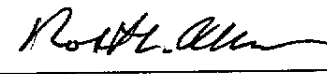
**FIRST UNION INSURANCE  
AGENCY OF FL, INC.**

**WATER STREET INSURANCE  
AGENCY, INC.**

By: 

Name: Robert L. Andersen

Title: Senior Vice President

By: 

Name: Robert L. Andersen

Title: Senior Vice President

**AGREEMENT AND PLAN OF MERGER**

of

**FIRST FIDELITY INSURANCE SERVICES, INC.,**  
(a New Jersey corporation)

**FIRST UNION INSURANCE AGENCY OF FL, INC.,**  
(a Florida corporation)

**OLD YORK AGENCY, INC.,**  
(a Pennsylvania corporation)

**SKYHAWK AGENCY, INC., and**  
(a New York corporation)

**WATER STREET INSURANCE AGENCY, INC.,**  
(a Florida corporation)

(collectively referred to hereinafter as the "Merging Corporations")

into

**WACHOVIA INSURANCE AGENCY, INC.**  
(a Virginia corporation and referred  
to hereinafter as the "Surviving Corporation")

This Agreement and Plan of Merger ("Plan") is entered into by and between the Merging Corporations and the Surviving Corporation pursuant to Section 14A:10-1 of New Jersey Business Corporation Act, Section 607.1101 of the Florida 1989 Business Corporation Act, Section 1922 of the Pennsylvania Business Corporation Law, and Section 907 of the New York Business Corporation Law.

**Section 1. The Merger.**

On June 15, 2002 at 11:59 P.M. (the "Effective Time"), the Merging Corporations shall be merged (the "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of the Merging shall cease and the existence of the Surviving Corporation shall continue.

**Section 2. Name of Surviving Corporation; Certificate of Incorporation, Bylaws, Directors and Officers.**

The name of the Surviving Corporation shall be "WACHOVIA INSURANCE AGENCY, INC." The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time. Until their successors are elected and qualified, the directors and officers of the

Surviving Corporation after the Effective Time shall be the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time.

**Section 3. Conversion and Exchange of Shares.**

At the Effective Time:

- (a) the outstanding shares of Common Stock of the Merging Corporations shall be canceled; and
- (b) the outstanding shares of Common Stock of the Surviving Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as the shares of Common Stock of the Surviving Corporation.

**Section 4. Effect of the Merger.**

All of the assets of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with applicable law.

**Section 5. Amendment; Termination.**

This Plan may be amended at any time prior to the Effective Time by an amendment signed by the parties hereto and may be terminated or abandoned at any time prior to the Effective Time by the Surviving Corporation in writing, without the consent or joinder of the other party hereto.

**OLD YORK AGENCY, INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Attest: Aprille M. Mitchell  
Name: Aprille M. Mitchell  
Title: Assistant Secretary

**SKYHAWK AGENCY, INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Attest: Aprille M. Mitchell  
Name: Aprille M. Mitchell  
Title: Assistant Secretary

**WATER STREET INSURANCE AGENCY, INC.**

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Attest: Aprille M. Mitchell  
Name: Aprille M. Mitchell  
Title: Assistant Secretary

IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation have caused this Plan to be signed by their duly authorized officers as of the 12<sup>th</sup> day of April, 2002.

Surviving Corporation:

**WACHOVIA INSURANCE AGENCY, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Secretary

Merging Corporations:

**FIRST FIDELITY INSURANCE  
SERVICES, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: President

Attest: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Secretary

**FIRST UNION INSURANCE  
AGENCY OF FL, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Secretary