

Document Number Only

P95000058535

FILED
OCT 16 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System.

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

400002665434--9
-10/16/98--01052--006
*****70.00 *****70.00

CORPORATION(S) NAME

Nations Banc Auto Leasing, Inc.
merging into: BTRAC Leasing Corporation

EFFECTIVE DATE
11/1/98

Merger &
Name
Change

- ☐ Profit
- ☐ NonProfit
- ☐ Limited Liability Company
- ☐ Foreign

☐ Amendment

☒ Merger

Effective
Nov. 1, 1998

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Limited Liability Partnership
- ☐ Certified Copy

- ☐ Annual Report
- ☐ Reservation
- ☐ Photo Copies

- ☐ Other UCC-1 / UCC-3
- ☐ Change of R.A.
- ☐ Fictitious Name
- ☐ CUS

- ☐ Call When Ready
- ☒ Walk In
- ☐ Mail Out

- ☐ Call if Problem
- ☐ Will Wait

- ☐ After 4:30
- ☒ Pick Up

Name Availability	10/19/98
Document Examiner	AJR
Updater	AJR
Verifier	AJR
Acknowledgment	AJR
W.P. Verifier	AJR

10/16

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
CONNIE

RECEIVED
OCT 16 AM 11:14
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSBANC AUTO LEASING, INC., a New York corporation 851636

INTO

BTRAC LEASING CORPORATION which changed its name to

NATIONSBANC AUTO LEASING, INC., a Florida corporation, P95000058535

File date: October 16, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
11/1/98

FILED
98 OCT 16 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 and 607.1107 of the 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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NationsBanc Auto Leasing, Inc. 270 South Service Road Melville, New York, 11747	New York FEI Number: 112344427	Corporation

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

BTRAC Leasing Corporation 10401 Deerwood Park Blvd Jacksonville, FL 32256	Florida FEI Number: 582192472	Corporation
---	--------------------------------------	-------------

THIRD : Article I of BTRAC Leasing Corporation's Certificate of Incorporation shall be amended by changing the Articles at the time of the merger so that, as amended, they will read as follows:

"ARTICLE I. The name of the Corporation is NationsBanc Auto Leasing, Inc."

FOURTH: The attached Plan of Merger meets the requirements of the Florida Statutes and was approved by each domestic corporation that is a party to the merger.

FIFTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of the applicable jurisdiction.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions.

SEVENTH: The merger shall become effective as of November 1, 1998

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Signed as of the 13~~th~~ day of October, 1998.

NATIONSBANC AUTO LEASING, INC.

By: 

Name:

Title: John A. Danzi, President

BTRAC LEASING CORPORATION

By: 

Name: John A. Danzi

Title: President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes:

FIRST The exact name and jurisdiction of the merging party is as follows:

NationsBanc Auto Leasing, Inc., a New York York corporation
("Merging Corporation")

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

BTRAC Leasing Corporation, a Florida corporation
("Surviving Corporation")

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

Upon the Merger becoming effective, Merging Corporation shall be merged with Surviving Corporation.

The articles of incorporation of Surviving Corporation in effect at the time of the Merger shall continue in full force and effect, except that Article I of the Surviving Corporation's Certificate of Incorporation shall be amended by changing the Articles at the time of the merger so that, as amended, they will read as follows:

"ARTICLE I. The name of the Corporation is NationsBanc Auto Leasing, Inc."

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations shall be as follows:

- (a) Each share of capital stock of Surviving Corporation issued and outstanding at the effective time of the Merger shall remain issued and outstanding.
- (b) Each share of capital stock of Merging Corporation issued and outstanding at the effective time of the Merger shall forthwith be canceled and no consideration shall be issued or paid with respect thereto.

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

- (a) The Bylaws of Surviving Corporation in effect at the time of the Merger shall 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 Surviving Corporation shall continue in office upon and after the time of the Merger.
- (c) The Merger shall become effective on November 1, 1998, or on such other date and time as the officers of the Surviving Corporation shall deem appropriate.