



THE UNITED STATES
CORPORATION
COMPANY

P96000001425

ACCOUNT NO. : 072100000032

REFERENCE : 857330 167868A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 16, 1998

ORDER TIME : 5:02 PM

ORDER NO. : 857330-020

700002563747--4

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

ARTICLES OF MERGER

RECEIVED
98 JUN 18 AM 9:29
DIVISION OF CORPORATION

FIRST UNION NOVA HOLDINGS OF
FL, INC.

EFFECTIVE DATE
JUN 30 1998

INTO

FIRST UNION NOVA HOLDINGS OF
NC, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 18 PM 4:00

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

6/23

Jon Menger



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 18, 1998

CSC
DEBORAH
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: FIRST UNION NOVA HOLDINGS OF FL, INC.
Ref. Number: P96000001425

We have received your document for FIRST UNION NOVA HOLDINGS OF FL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The Articles of Merger must be executed by each corporation. The Articles of Merger must contain an original signature from an individual signing on behalf of the above named entity; please include the name and capacity of this individual.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 098A00033890

RECEIVED
98 JUN 22 PM 3:22
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST UNION NOVA HOLDINGS OF FL, INC., a Florida corporation,
P96000001425

INTO

FIRST UNION NOVA HOLDINGS OF NC, INC., a North Carolina corporation
not qualified in Florida.

File date: June 18, 1998, effective June 30, 1998

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

Merging

FIRST UNION NOVA HOLDINGS OF FL, INC.
(a Florida corporation
and hereinafter the "Merging Corporation")

into

FIRST UNION NOVA HOLDINGS OF NC, INC.
(a North Carolina corporation and
hereinafter the "Surviving Corporation")

FILED

98 JUN 18 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JUN 30 1998

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 Plan of Merger (the "Plan") providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The sole shareholder of the Merging Corporation and the Surviving Corporation approved the Plan as of June 15, 1998.
- (b) The boards of directors of the Merging Corporation and the Surviving Corporation approved the Plan as of June 15, 1998.
- (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 at 11:59 P.M. on June 30, 1998.

DATED as of the 15th day of June, 1998.

Surviving Corporation:
**FIRST UNION NOVA HOLDINGS OF
NC, INC.**

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

DATED as of the 15th day of June, 1998.

Surviving Corporation:

**FIRST UNION NOVA HOLDINGS OF
NC, INC.**

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

Merging Corporation:

**FIRST UNION NOVA HOLDINGS OF
FL, INC.**

By: Keith D. Lembo
Name: Keith D. Lembo
Title: Senior Vice President

Plan of Merger

merging

FIRST UNION NOVA HOLDINGS OF CONNECTICUT, INC.
(a Connecticut corporation)

FIRST UNION NOVA HOLDINGS OF DC, INC.
(a District of Columbia corporation)

FIRST UNION NOVA HOLDINGS OF FL, INC.
(a Florida corporation)

FIRST UNION NOVA HOLDINGS OF GA, INC.
(a Georgia corporation)

FIRST UNION NOVA HOLDINGS OF MD, INC.
(a Maryland corporation)

FIRST UNION NOVA HOLDINGS OF NJ, INC.
(a New Jersey corporation)

FIRST UNION NOVA HOLDINGS OF SC, INC.
(a South Carolina corporation)

FIRST UNION NOVA HOLDINGS OF TN, INC.
(a Tennessee corporation)

FIRST UNION NOVA HOLDINGS OF VA, INC.
(a Virginia corporation)
(collectively referred to hereafter as the "Merging Corporations")

into

FIRST UNION NOVA HOLDINGS OF NC, INC.
(a North Carolina corporation and
hereinafter the "Surviving Corporation")

This Plan of Merger (hereinafter "Plan") is entered into by and among the Merging Corporations and the Surviving Corporation.

Section 1. The Merger.

At 11:59 P.M. on June 30, 1998 (the "Effective Time"), the Merging Corporations shall be merged (hereinafter the "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.

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

The name of the Surviving Corporation shall be "First Union NOVA Holdings of NC, 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) all of 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 shares of common stock of the Surviving Corporation.

There are no other classes of stock outstanding of the Merging Corporations or the Surviving Corporation.

Section 4. Effect of the Merger.

All of the assets of the Merging Corporations 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 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.

IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation have caused this Plan to be executed as of the 15th day of June, 1998 by their duly authorized officers.

Surviving Corporation:

**FIRST UNION NOVA HOLDINGS OF
NC, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

Merging Corporations:

**FIRST UNION NOVA HOLDINGS OF
CONNECTICUT, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
DC, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
FL, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
GA, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
MD, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
NJ, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
SC, INC.**

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President
Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
TN, INC.**

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President
Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary

**FIRST UNION NOVA HOLDINGS OF
VA, INC.**

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President
Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary