

P 960000/2979

February 6, 2000

Bank of America

Bank of America Corporation
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Tel 704.386.1621
Fax 704.386.1670

Writer's Direct Dial:
704/386-7483
704/387-0108 (fax)

To Whom It May Concern:

Enclosed for filing are one original and one copy of Articles of Merger.

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-02/18/00--01006--009
*****68.75 *****68.75

Also enclosed is our check in the amount of \$68.75 (one corporation @ \$35.00 and one LLC @ \$25.00, plus \$8.75 for a certified copy).

Please return a Certified Copy of the Articles to my attention in the enclosed Airborne envelope.

If you have any questions, please contact me at 704/386-7483. Thank you for your assistance.

Sincerely,

Brenda Mareski

Brenda Mareski, CLA
Paralegal

5+1 pgs

Enclosures

FILED
00 FEB 18 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W 3/2/2000

EFFECTIVE DATE
03/31/2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARNETT MORTGAGE COMPANY, a Florida corporation #P96000012979

INTO

BA MORTGAGE, LLC. corporation not qualified in Florida

File date: February 18, 2000, effective March 31, 2000

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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>
Barnett Mortgage Company. 401 N. Tryon Street Charlotte, NC 28255	Florida	Corporation

Florida Document/Registration No.: P96000012979 FEI No.: 59-3358819

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BA Mortgage, LLC 201 N. Tryon Street Charlotte, NC 28255	Delaware	Limited Liability Company

Florida Document/Registration No.: FEI No.: 56-2157353

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.4382, 607.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

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TALLAHASSEE FLORIDA


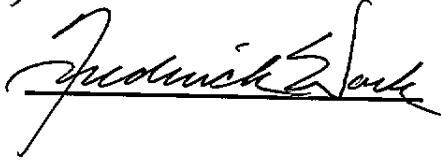
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of March 31, 2000.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:
(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Barnett Mortgage Company		Frederick Wark Senior Vice President
BA Mortgage, LLC By: Bank of America, N.A., Its Sole Member		Frederick Wark Senior Vice President

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
All General Partnerships: Signatures of two partners.
All Domestic Limited Partnerships: Signatures of all general partners.
All Non-Florida Limited Partnerships: Signature of one general partner.
All Limited Liability Companies: Signature of a member.
All Other Business Entities: In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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TALLAHASSEE FLORIDA

FILING FEES:

For each Limited Partnership: \$52.50
For each Limited Liability Company: \$25.00
For each Corporation: \$35.00
For each General Partnership \$25.00

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.

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TALLAHASSEE FLORIDA

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Barnett Mortgage Company	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
BA Mortgage, LLC	Delaware

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

(a) The Limited Liability Company Agreement of BA Mortgage, LLC in effect at the time of the Merger shall be and remain the Limited Liability Company Agreement of the surviving entity until the same shall be altered, amended or repealed as therein provided.

(b) The officers of BA Mortgage, LLC shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on such date and time as the officers of the surviving entity shall deem appropriate.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of capital stock of the Barnett Mortgage Company issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each merged party into the rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

FIFTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) is as follows:

Bank of America, National Association
100 North Tryon Street
NC1-007-23-04
Charlotte, NC 28255

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

This Agreement of Merger may be terminated and abandoned by action of the Member of BA Mortgage, LLC at any time prior to the effective date of the Agreement of Merger. To the extent permitted by applicable law, this Agreement of Merger may be amended by action of the Board of Directors of the merging corporation and the Member of the limited liability company at any time prior to the effective date of the certificate of merger issued by the State Corporation Commission of Delaware.

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FEB 18 AM 9:44
CLERK OF STATE
TALLAHASSEE FLORIDA