

P98000005358



ACCOUNT NO. : 072100000032

REFERENCE : 027906 167868A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 FEB 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 20, 2001

ORDER TIME : 2:49 PM

ORDER NO. : 027906-010

8000003744378--7

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Center, Nc0630
Legal Division-31st Floor
Charlotte, NC 28288-0630

RECEIVED
01 FEB 20 PM 4:00
DIVISION OF CORPORATION

ARTICLES OF MERGER

JW GENESIS, INC.

INTO

FIRST UNION GENESIS HOLDINGS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

G. OUELLETTE FEB 21 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JWGENESIS, INC., a Florida corporation, G80932

INTO

FIRST UNION GENESIS HOLDINGS, INC., a Florida entity, P98000005358.

File date: February 20, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 21, 2001

CSC
ATTN: ANGIE
TALLAHASSEE, FL

SUBJECT: JWGENESIS, INC.
Ref. Number: G80932

We have received your document for JWGENESIS, 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 correct name as we show it is on the attached printouts, please have it showing exactly as we show it on our records in your documents.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 201A00010897

RECEIVED

Please give original
filing date as file date.

ARTICLES OF MERGER

Merging

JWGENESIS, INC.

(a Florida corporation and a wholly owned subsidiary of First Union Genesis Holdings, Inc.,
and referred to hereafter as the "Merging Corporation")

into

FIRST UNION GENESIS HOLDINGS, INC.

(a Florida corporation and
referred to hereafter as the "Parent")

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 of the Florida 1989 Business Corporation Act.

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 Corporation with and into the Parent (the "Merger").

Section 2. Approval of Plan.

No vote of the shareholders of the Merging Corporation or of the Parent was required. The plan was adopted by the Sole Director of the Parent as of February 15, 2001.

Section 3. Effective Time.

The Effective Time of the Merger shall immediately upon filing of the articles of merger.

FILED
01 FEB 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED as of the 15 day of February, 2001.

Parent:
FIRST UNION GENESIS HOLDINGS, INC.

Merging Corporation:
JWGENESIS, INC.

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

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

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

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

Exhibit A

AGREEMENT AND PLAN OF MERGER

Merging

JWGENESIS, INC.

(a Florida corporation and a wholly owned subsidiary of First Union Genesis Holdings, Inc., and referred to hereafter as the "Merging Corporation")

into

FIRST UNION GENESIS HOLDINGS, INC.

(a Florida corporation and referred to hereafter as the "Parent")

This Agreement and Plan of Merger (hereinafter "Plan") is entered into between the Merging Corporation and the Parent pursuant to Section 607.1104 of the Florida 1989 Business Corporation Act.

Section 1. The Merger.

Immediately upon filing of the Articles of Merger, the Merging Corporation shall be merged (hereinafter "Merger") with and into the Parent. At the Effective Time, the Merging Corporation shall cease and the existence of the Parent shall continue.

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

The name of the Parent as the Surviving Corporation shall be "FIRST UNION GENESIS HOLDINGS, INC." The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Parent 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 Parent 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 Corporation shall be cancelled; and

(b) the outstanding shares of common stock of the Parent 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 Parent.

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

Section 4. Effect of the Merger.

All of the assets of the Merging Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Parent. All of the liabilities of the Merging Corporation as they exist at the Effective Time shall become liabilities of the Parent in accordance with the laws of Florida.

Section 5. Waiver; Amendment; Termination; Further Assurances.

The Merging Corporation, Parent, and Parent as sole shareholder of the Merging Corporation, acknowledge receipt of a copy of this plan, waive all notices in connection with the merger and consent to the merger provided for herein being effective at Effective Time.

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 Parent by executing a written termination or abandonment.

- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of the Merging Corporation and the Parent, the Merging Corporation and the Parent hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of such states of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
- (b) The Board of Directors and the proper officers of the Merging Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger herein provided for.

Section 6. Dissenters' Rights.

The shareholders of the Merging Corporation who, except for the applicability of section 607.1104 of the Florida 1989 Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to section 607.1320, may be entitled, if they comply with the provisions of that Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

In witness whereof, this Plan has been executed by both of the Merging Corporations and the Parent.

DATED as of the 15 day of February, 2001.

Parent:
FIRST UNION GENESIS HOLDINGS, INC.

Merging Corporation:
JWGENESIS, INC.

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

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

Attest:
By: Aprille M. Mitchell
Name: Aprille M. Mitchell
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