



P98000005358

ACCOUNT NO. : 072100000032
REFERENCE : 501800 167868A
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

FILED
02 MAR 28 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2002

ORDER TIME : 3:55 PM

ORDER NO. : 501800-005

CUSTOMER NO: 167868A

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

600005175570--1

ARTICLES OF MERGER

CORPORATE SECURITIES GROUP
INSURANCE SERVICES OF NORTH
CAROLINA, INC.

INTO

FIRST UNION GENESIS HOLDINGS,
INC.

C. Coulliette MAR 28 2002

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: *Norma Hull* EXAMINER'S INITIALS: _____

RECEIVED
02 MAR 28 PM 4:23

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CORPORATE SECURITIES GROUP INSURANCE SERVICES OF NORTH
CAROLINA, INC., a North Carolina corporation not qualified

INTO

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

File date: March 28, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

AGREEMENT AND PLAN OF MERGER

Merging

**CORPORATE SECURITIES GROUP INSURANCE SERVICES
NORTH CAROLINA, INC.**

(a North Carolina 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")

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

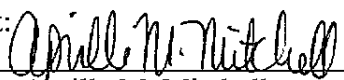
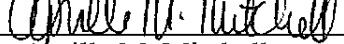
The shareholders of the Merging Corporation who, except for the applicability of section 607.1104 of the Florida 1989 Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to section 607.1320, may be entitled, if they comply with the provisions of that Act regarding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

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

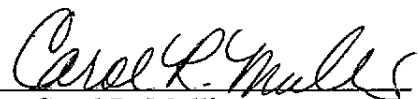
DATED as of the 17th day of December, 2001.

Parent:
**FIRST UNION GENESIS
HOLDINGS, INC.**

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

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

Merging Corporation:
**CORPORATE SECURITIES GROUP
INSURANCE SERVICES OF NORTH
CAROLINA, INC.**

By: 
Name: Carol R. Mullis
Title: Vice President

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