

P 98000005358

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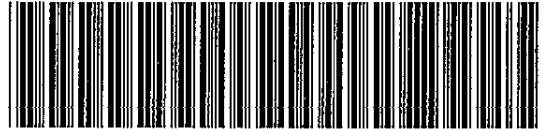
(Business Entity Name)

(Document Number)

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2003 APR 15 PM 12:40

CLERK OF COURT
TALLAHASSEE, FLORIDA

C. Coulliette APR 15 2003



ACCOUNT NO. : 072100000032

REFERENCE : 043107 167868A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : April 15, 2003

ORDER TIME : 11:11 AM

ORDER NO. : 043107-005

CUSTOMER NO: 167868A

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

ARTICLES OF MERGER

JWGENESIS INSURANCE SERVICES,
INC.

INTO

FIRST UNION GENESIS HOLDINGS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

JWGENESIS INSURANCE SERVICES, INC., a Florida corporation, J65147

INTO

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

File date: April 15, 2003

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

merging

JWGENESIS INSURANCE SERVICES, 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")

FILED
2003 APR 15 PM 12:40
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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 is the 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 March 25, 2003.

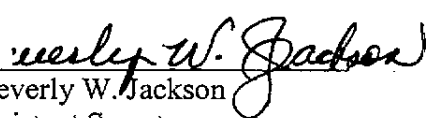
Section 3. Effective Time.

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

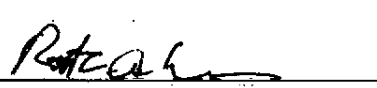
DATED as of the 25th day of March, 2003.


Parent:
FIRST UNION GENESIS HOLDINGS, INC.

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

Attest:
By: 
Name: Beverly W. Jackson
Title: Assistant Secretary

Merging Corporation:
JWGENESIS INSURANCE SERVICES, INC.

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

Attest:
By: 
Name: Daniel Glassberg
Title: Secretary

PLAN OF MERGER

merging

JWGENESIS INSURANCE AGENCY, INC.

(a Colorado corporation and a wholly owned subsidiary of
First Union Genesis Holdings, Inc.,)

and

JWGENESIS INSURANCE SERVICES, INC.

(a Florida corporation and a wholly owned subsidiary of
First Union Genesis Holdings, Inc.,)

(collectively referred to hereinafter as the "Merging Corporations")

into

FIRST UNION GENESIS HOLDINGS, INC.

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

1. The Parent is a corporation of the State of Florida and is the owner of all of the outstanding shares of JWGenesis Insurance Agency, Inc., which is a corporation of the State of Colorado and JWGenesis Services, Inc., which is a corporation of the State of Florida, hereby merges the Merging Corporations into the Parent pursuant to the provisions of the laws of the State of Colorado and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of the Merging Corporations shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Parent shall continue its existence as the Parent Corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of the Merging Corporations shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of the Parent 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 of Merger or of the merger herein provided for.

5. Shareholder approval was not required.

6. The merger herein provided for is permitted by the laws of the jurisdiction of organization of the Parent and is in compliance therewith.

7. The address, wherever located, of the principal office of the Parent is

2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

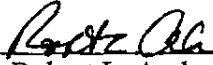
8. The effective time and date in the State of Colorado of the merger herein provided for shall be immediately upon filing of the Articles of Merger. Such effective date complies with Section 7-111-104(5) of the Colorado Business Corporation Act.

9. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

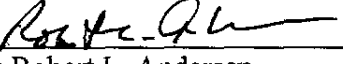
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Executed on March 25, 2003

JWGenesis Insurance Agency, Inc.

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

JWGenesis Insurance Services, Inc.

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

First Union Genesis Holdings, Inc.

By: 
Name: Daniel Glassberg
Capacity: Secretary