

Division of Corporations

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P98000005358

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**EVEREN CAPITAL CORPORATION**

2003 APR 22 PM 4:01

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DIVISION OF CORPORATIONS

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Page Count	07
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MERGER

04/22/03

Dr.

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

EVEREN CAPITAL CORPORATION, a Delaware entity not qualified in Florida.

File date: April 22, 2003, effective May 1, 2003

Corporate Specialist: Darlene Connell

Apr-18-2003 02:00pm From:WACHOVIA 704-374-3105 T-449 P.002/007 F-454

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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EVEREN Capital Corporation</u>	<u>Delaware</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>First Union Genesis Holdings, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 5 / 1 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 22, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 22, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)


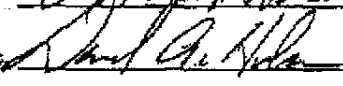
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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>EVEREN Capital Corporation</u>		<u>David A. Hebner, Senior Vice President</u>
<u>First Union Genesis Holdings, Inc.</u>		<u>David A. Hebner, Secretary</u>
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Execution Copy

AGREEMENT AND PLAN OF MERGER
merging
FIRST UNION GENESIS HOLDINGS, INC.
(a Florida corporation),
with and into
EVEREN CAPITAL CORPORATION
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER, dated as of April 22, 2003, by and between FIRST UNION GENESIS HOLDINGS, INC., a Florida corporation ("Genesis"), and EVEREN CAPITAL CORPORATION, a Delaware corporation ("ECC"), with the following recitals:

RECITALS

A. Genesis is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. Genesis has one class of shares, designated as voting common stock, 1,000 of which have been authorized and 1,000 of which are currently outstanding.

B. ECC is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware. ECC has one class of shares, designated as voting common stock, 1,000 of which have been authorized and 1,000 of which are currently outstanding.

C. Wachovia Corporation ("Wachovia") is the sole stockholder of Genesis.

D. Wachovia is the sole stockholder of ECC.

E. Wachovia desires that Genesis merge with and into ECC (the "Merger"), with ECC surviving, upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Delaware and the State of Florida.

F. This Agreement and Plan of Merger and the Merger have been duly approved by the Board of Directors and the sole shareholder of Genesis in accordance with Section 607.1103 of the Florida Business Corporation Act (the "FBCA").

G. This Agreement and Plan of Merger and the Merger have been duly approved by the Board of Directors and the sole shareholder of ECC in accordance with the requirements of Section 252 of the Delaware General Corporation Law ("DGCL").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, hereby agree as follows:

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ARTICLE I

General

1.01. The Merger. ECC and Genesis shall effect the Merger in accordance with and subject to the terms and conditions of this Agreement and Plan of Merger, the DGCL and the FBCA. At the Effective Time (as defined in Section 1.02 hereof), Genesis shall be merged with and into ECC, and the separate existence of Genesis shall cease, all with the effect provided in the FBCA and the DGCL; including without limitation, that all of the rights, privileges and powers of Genesis and all property, real, personal and mixed, and all debts due to Genesis, as well as all other things and causes of action belonging to Genesis and all liabilities and obligations of Genesis shall be transferred to and vested in ECC, as the surviving entity, and shall thereafter be the property and obligations of ECC as they were of Genesis prior to the Merger, and no such assets or liabilities shall revert or be in any way impaired by reason of the Merger. ECC shall be the surviving corporation in the Merger and is sometimes hereinafter called the "Surviving Corporation".

1.02. Effectiveness. A Certificate of Merger, Articles of Merger and such other documents and instruments as are required by, and complying in all respects with, the FBCA and/or DGCL, shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 5 p.m. Eastern Time on May 1, 2003 (the "Effective Time").

1.03. Further Assurances. If at any time ECC, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in ECC its rights, title or interest in, to or under any of the rights, properties or assets of Genesis acquired or to be acquired by ECC as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement and Plan of Merger, Genesis and its proper officers and directors shall be deemed to have granted to ECC an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in ECC and otherwise to carry out the purposes of this Agreement and Plan of Merger; and the proper officers and managers of ECC are fully authorized in the name of Genesis or otherwise to take any and all such actions.

ARTICLE II

Conversion of Securities

2.01. Securities of Each Merged Subsidiary. On the Effective Time, all of the issued and outstanding shares of Genesis shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefor and shall cease to exist. As the sole stockholder of Genesis and the sole stockholder of ECC, Wachovia shall receive value for such cancelled shares through its shares of ECC.

ARTICLE III
Miscellaneous Provisions

3.01. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of ECC, as in effect immediately preceding the Effective Time (the "Certificate of Incorporation"), shall be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with applicable law. The Bylaws of ECC, as in effect immediately preceding the Effective Time (the "Bylaws"), shall be unaffected by the Merger and may be changed after the Effective Time in accordance with such Bylaws and the Certificate of Incorporation.

3.02. Management. The officers and directors of ECC will be the officers and directors of the Surviving Corporation after the Effective Time in accordance with the terms of the Bylaws and applicable law.

3.03. Abandonment. At any time prior to the time a Certificate of Merger filed with the Secretary of State of the State of Delaware or the Secretary of State of the State of Florida becomes effective, the transactions contemplated by this Agreement and Plan of Merger may be abandoned and such Certificates terminated in accordance with Section 251(d) of the DGCL and Section 607.1103(9) of the FBCA, as applicable, and any other applicable law.

3.04. Governing Law. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

3.05. Counterparts. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

Signature Page to Follow

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FAX: 850 5211010

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Apr-19-2003 02:02pm From: WACHOVIA

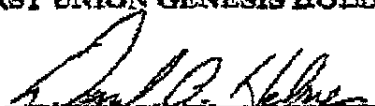
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T-448 P.007/007 F-454

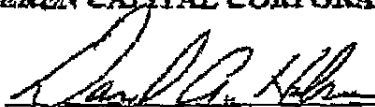
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IN WITNESS WHEREOF, the undersigned have set their hand and seal on the first date above written.

FIRST UNION GENESIS HOLDINGS, INC.

By: 
Name: David R. Hebrer
Title: Senior Vice President

EVEREN CAPITAL CORPORATION

By: 
Name: David R. Hebrer
Title: Senior Vice President

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Signature Page to Agreement and Plan of Merger for Genesis into ECC