

506289



ACCOUNT NO. : 072100000032

REFERENCE : 705728 167868A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ ~~70.00~~ 105.00

ORDER DATE : May 22, 2000

ORDER TIME : 2:51 PM

ORDER NO. : 705728-010

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

Merger

300003262553--2

ARTICLES OF MERGER

FNB PROPERTIES, INC.

INTO

VENICE SERVICE CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: *DLR*

5/23/00

FILED
00 MAY 22 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 22 PM 3:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FNB PROPERTIES, INC., a Florida corporation J68141
VENICE SERVICE CORP., a Florida corporation S06289

INTO

NFPS, INC., a Delaware corporation not qualified in Florida.

File date: May 22, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER

Merging

FNB PROPERTIES, INC., and
(a Florida corporation)

VENICE SERVICE CORP.
(a Florida corporation)

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

into

NFPS, Inc.
(a Delaware corporation and
referred to hereafter as the "Surviving Corporation")

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

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 Corporations with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The sole shareholder of the Merging Corporations approved the Plan as of April 14, 2000. The sole shareholder of the Surviving Corporation was not required to approve the Plan.
- (b) The sole director of the Merging Corporations and the Surviving Corporation approved the Plan as of April 14, 2000.
- (c) The Merger is permitted by the law of the state under whose law the foreign corporation is incorporated and the foreign corporation has complied with, or upon making any required filings, will have complied with such law in effecting the Merger.

Section 3. Effective Time.

The Effective Time of the Merger shall be immediately upon the filing of the Certificates and Articles of Merger.

FILED
00 MAY 22 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED as of the 14th day of April, 2000.

Surviving Corporation:
NFPS, INC.

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Merging Corporations:
FNB PROPERTIES, INC.

VENICE SERVICE CORP.

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

By: Robert L. Andersen

Name: Robert L. Andersen

Title: President

Exhibit A

AGREEMENT AND PLAN OF MERGER

of

CALLOWHILL CONSUMER DISCOUNT COMPANY,
(a Pennsylvania corporation)

DF SOUTHEASTERN MORTGAGE, INC.,
(a Georgia corporation)

FIRST UNION INVESTMENT CORPORATION,
(a North Carolina corporation)

FNB PROPERTIES, INC.,
(a Florida corporation)

KAUFMAN, ALSBERG & CO.,
(a Delaware corporation)

SIGNAL FINANCIAL CORPORATION,
(a Pennsylvania corporation)

THE HOWARD MORTGAGE GROUP, INC., and
(a New Jersey corporation)

VENICE SERVICE CORP.
(a Florida corporation)

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

into

NFPS, INC.
(a Delaware corporation and referred
to hereinafter as the "Surviving Corporation")

This Agreement and Plan of Merger ("Plan") is entered into by and between the Merging Corporations and the Surviving Corporation pursuant to Section 1922 of the Pennsylvania Business Corporation Law, Section 14-2-1101 of the Georgia Business Corporation Code, Section 55-11-01 of the North Carolina Business Corporation Act, Section 607.1101 of the Florida 1989 Business Corporation Act, Section 14A:10-1 of New Jersey Business Corporation Act, and Section 252 of the Delaware General Corporation Law.

Section 1. The Merger.

Immediately upon filing of the articles and certificates of merger (the "Effective Time"), the Merging Corporations shall be merged (the "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of the Merging shall cease and the existence of the Surviving Corporation shall continue.

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

The name of the Surviving Corporation shall be "NFPS, INC." The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation 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 Surviving Corporation in office immediately prior to the Effective Time.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) the outstanding shares of Common Stock and Preferred Stock of the Merging Corporations shall be canceled; and
- (b) the outstanding shares of Common Stock of the Surviving Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as the shares of Common Stock of the Surviving Corporation.

Section 4. Effect of the Merger.

All of the assets of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporation and the Surviving Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Amendment; Termination.

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 Surviving Corporation in writing, without the consent or joinder of the other party hereto.

IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation have caused this Plan to be signed by their duly authorized officers as of the 14th day of April, 2000.

Surviving Corporation:

NFPS, INC.

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

Merging Corporations:

**CALLOWHILL CONSUMER
DISCOUNT COMPANY**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**DF SOUTHEASTERN
MORTGAGE, INC.**

By: Robert L. Andersen

Name: Robert L. Andersen

Title: Senior Vice President

Attest: Lisa P. Clontz

Name: Lisa P. Clontz

Title: Assistant Secretary

**FIRST UNION INVESTMENT
CORPORATION**

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

Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary

FNB PROPERTIES, INC.

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

Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary

KAUFMAN, ALSBERG & CO., INC.

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

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

Attest: Lisa P. Clontz
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Title: Assistant Secretary

THE HOWARD MORTGAGE GROUP, INC.

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

Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary

VENICE SERVICE CORP.

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

Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary