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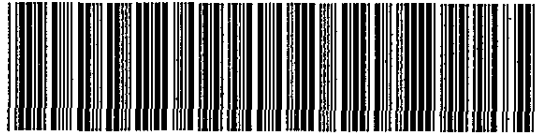
(Business Entity Name)

(Document Number)

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04 AUG 24 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FL 32399

Merger

C. Conditio SEP 02 2004

Bank of America



Bank of America
NC1-007-20-01
100 North Tryon Street
Charlotte, NC 28255

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

August 23, 2004

To Whom It May Concern:

Attached are an original executed Articles of Merger and Plan of Merger that merge Harbilan Corporation, a corporation formed under the laws of Florida, into BANA Residuals, Inc., a corporation formed under the laws of Delaware. Also enclosed is a check in the amount of \$70.00 for filing fees.

Please send evidence of merger to me at NC1-007-20-01, 100 North Tryon Street, Charlotte, NC 28255 by Fed Ex overnight delivery. My Fed Ex account number is: 1777-5562-1. Do not hesitate to call me if you have any questions or concerns.

Thank you for your time and assistance.

A handwritten signature in cursive script, reading 'Kristin M. Oberheu'.

Kristin M. Oberheu
Bank of America Corporation
Corporate Paralegal

Enclosures

STATE OF FLORIDA

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.

FILED
04 AUG 24 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
BANA RESIDUALS, INC.	TENNESSEE

SECOND: The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
HARBILAN CORPORATION	FLORIDA

THIRD: The Plan of Merger is attached as Exhibit A hereto.

FOURTH: The merger shall become effective on the date of filing.

FIFTH: The Plan of Merger was adopted by the shareholder of the **surviving** corporation on 20th day of August, 2004.

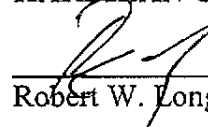
SIXTH: The Plan of Merger was adopted by the shareholders of the **merging** corporation on 20th day of August, 2004.

SEVENTH: SIGNATURES FOR EACH CORPORATION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 23rd day of August, 2004.

HARBILAN CORPORATION



Robert W. Long, Jr., President

BANA RESIDUALS, INC.

Edward J. Stark, President

SEVENTH: SIGNATURES FOR EACH CORPORATION

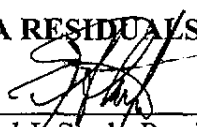
These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 23rd day of August, 2004.

HARBILAN CORPORATION

Robert W. Long, Jr., President

BANA RESIDUALS, INC.



Edward J. Stark, President

STATE OF FLORIDA
PLAN OF MERGER
MERGING
HARBILAN CORPORATION
INTO
BANA RESIDUALS, INC.

Pursuant to this Plan of Merger, **HARBILAN CORPORATION** (the "Merging Corporation") shall be merged (the "Merger") with and into **BANA RESIDUALS, INC.**

The Merger shall be in accordance with the following terms and conditions:

FIRST: The name and jurisdiction of the **merging** entity is:

HARBILAN CORPORATION

FLORIDA

SECOND: The name and jurisdiction of the **surviving** entity is as follows:

BANA RESIDUALS, INC.

TENNESSEE

THIRD: The Articles of Incorporation of **BANA RESIDUALS, INC.** in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

FOURTH: Additional terms and conditions of the Merger are as follows:

(a) The bylaws of **BANA RESIDUALS, INC.** as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of **BANA RESIDUALS, INC.** shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on such date as the officers of **BANA RESIDUALS, INC.** shall deem appropriate.

FIFTH: —The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of common stock of **BANA RESIDUALS, INC.** issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of common stock of the Merging Corporation issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

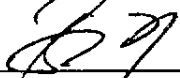
SIXTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of **BANA RESIDUALS, INC.** at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of the Merging Corporation at any time prior to the filing of the articles of merger.

SEVENTH: All of the property, rights, privileges, leases and patents of the Merging Corporation are to be transferred to and become the property of **BANA RESIDUALS, INC.**, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 20th day of August, 2004.

HARBILAN CORPORATION



Robert W. Long, Jr., President

BANA RESIDUALS, INC.

Edward J. Stark, President

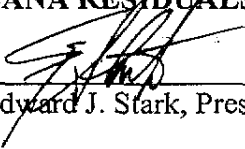
This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 20th day of August, 2004.

HARBILAN CORPORATION

Robert W. Long, Jr., President

BANA RESIDUALS, INC.



Edward J. Stark, President