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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

EFFECTIVE DATE  
12-31-03

G. Goulette DEC 7 5 2003

**CT CORPORATION**

December 12, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5997128 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Lee County Holdings Company (FL)  
Merger (Discontinuing Company)  
Florida

BANA Residuals, Inc. (TN)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

CT CORPORATION

Sincerely,

*Brigham Weir*

Brigham Weir  
Fulfillment Specialist  
Brigham\_Weir@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**(Profit Corporations)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2003 DEC 12 PM 3:22

FILED

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>
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BANA RESIDUALS, INC.	TENNESSEE
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**SECOND:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
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LEE COUNTY HOLDINGS COMPANY	FLORIDA
STATEWIDE ADMINISTRATIVE SERVICES, INC.	FLORIDA
CHASE FEDERAL HOUSING CORPORATION	FLORIDA
CHASE I, INC.	FLORIDA

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

**FOURTH:** The merger shall become effective on **December 31, 2003**.

**FIFTH:** The Plan of Merger was adopted by the shareholder of the **surviving** corporation on 4 day of Dec, 2003.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the **merging** corporations on 4 day of Dec, 2003.


EFFECTIVE DATE  
12-31-03

**SEVENTH: SIGNATURES FOR EACH CORPORATION**

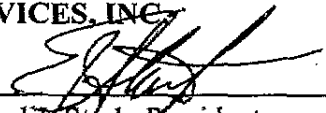
These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 4 day of Dec., 2003.

**LEE COUNTY HOLDINGS COMPANY**

  
Mark E. Moody, President

**STATEWIDE ADMINISTRATIVE  
SERVICES, INC.**

  
Edward T. Stark, President

**CHASE FEDERAL HOUSING  
CORPORATION**

\_\_\_\_\_  
Howard C. Epstein, President

**CHASE I, INC.**

\_\_\_\_\_  
Gregory S. Mroz, 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 4 day of Dec., 2003.

**LEE COUNTY HOLDINGS COMPANY**

\_\_\_\_\_  
Mark E. Moody, President

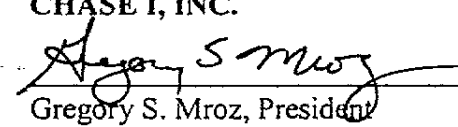
**STATEWIDE ADMINISTRATIVE  
SERVICES, INC.**

  
\_\_\_\_\_  
Edward J. Stark, President

**CHASE FEDERAL HOUSING  
CORPORATION**

  
\_\_\_\_\_  
Howard C. Epstein, President

**CHASE I, INC.**

  
\_\_\_\_\_  
Gregory S. Mroz, 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 4 day of Nov, 2003.

**LEE COUNTY HOLDINGS COMPANY**

\_\_\_\_\_  
Mark E. Moody, President

**STATEWIDE ADMINISTRATIVE  
SERVICES, INC.**

  
\_\_\_\_\_  
Edward J. Stark, President

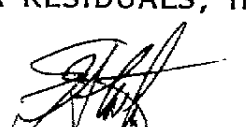
**CHASE FEDERAL HOUSING  
CORPORATION**

\_\_\_\_\_  
Howard C. Epstein, President

**CHASE I, INC.**

\_\_\_\_\_  
Gregory S. Mroz, President

**BANA RESIDUALS, INC.**

  
\_\_\_\_\_  
Edward J. Stark

**EXHIBIT A**

**STATE OF FLORIDA**  
**PLAN OF MERGER**  
**MERGING**  
**LEE COUNTY HOLDINGS COMPANY**  
**AND**  
**STATEWIDE ADMINISTRATIVE SERVICES, INC.**  
**AND**  
**CHASE FEDERAL HOUSING CORPORATION**  
**AND**  
**CHASE I, INC.**  
**INTO**  
**BANA RESIDUALS, INC.**

Pursuant to this Plan of Merger, **LEE COUNTY HOLDINGS COMPANY, STATEWIDE ADMINISTRATIVE SERVICES, INC., CHASE FEDERAL HOUSING CORPORATION and CHASE I, INC.** (the Merging Corporations), shall be merged ("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 each **merging** entity are as follow:

<b>LEE COUNTY HOLDINGS COMPANY</b>	<b>FLORIDA</b>
<b>STATEWIDE ADMINISTRATIVE SERVICES, INC.</b>	<b>FLORIDA</b>
<b>CHASE FEDERAL HOUSING CORPORATION</b>	<b>FLORIDA</b>
<b>CHASE I, INC.</b>	<b>FLORIDA</b>



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 **December 31, 2003** or on such other date and time 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 Corporations issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

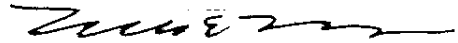
SIXTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of **BANA RESIDUALS, INC.** at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of the Merging Corporations 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 Corporations 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 maybe needed to effectuate a full and complete transfer of ownership.

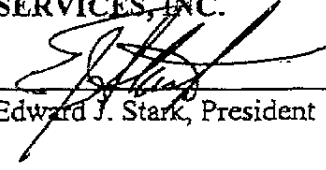
This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 4 day of Dec, 2003.

**LEE COUNTY HOLDINGS COMPANY**

  
\_\_\_\_\_  
Mark E. Moody, President

**STATEWIDE ADMINISTRATIVE  
SERVICES, INC.**

  
\_\_\_\_\_  
Edward J. Stark, President

**CHASE FEDERAL HOUSING  
CORPORATION**

\_\_\_\_\_  
Howard C. Epstein, President

**CHASE I, INC.**

\_\_\_\_\_  
Gregory S. Mroz, President

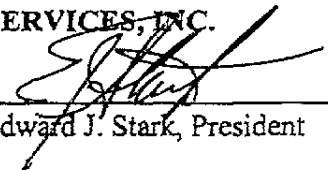
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**LEE COUNTY HOLDINGS COMPANY**

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Mark E. Moody, President

**STATEWIDE ADMINISTRATIVE  
SERVICES, INC.**

  
\_\_\_\_\_  
Edward J. Stark, President

**CHASE FEDERAL HOUSING  
CORPORATION**

  
\_\_\_\_\_  
Howard C. Epstein, President

**CHASE/I, INC.**

  
\_\_\_\_\_  
Gregory S. Mroz, President

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On this 4 day of Dec, 2003.

**LEE COUNTY HOLDINGS COMPANY**

\_\_\_\_\_  
Mark E. Moody, President

**STATEWIDE ADMINISTRATIVE  
SERVICES, INC.**

  
\_\_\_\_\_  
Edward J. Stark, President

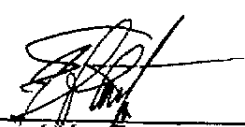
**CHASE FEDERAL HOUSING  
CORPORATION**

\_\_\_\_\_  
Howard C. Epstein, President

**CHASE I, INC.**

\_\_\_\_\_  
Gregory S. Mroz, President

**BANA RESIDUALS, INC.**

  
\_\_\_\_\_  
Edward J. Stark