

**V27801**

Florida Department of State  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE****EVEREN CAPITAL CORPORATION**

Certificate of Status	0
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CORRECTED



## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 22, 2004

JWGENESIS CAPITAL MARKETS, INC.  
%CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301USSUBJECT: JWGENESIS CAPITAL MARKETS, INC.  
REF: V27801

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

On page one of the articles of merger it list Everen Capital Corporation under surviving corporation in the first paragraph. In the plan of merger (first paragraph) it states that Everen Capital will merge into JW Genesis Capital Markets. Please correct either the first or second page.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document SpecialistFAX Aud. #: H04000251516  
Letter Number: 404A00071115

Dec-21-2004 05:38pm From: WACHOVIA

215-870-8808

T-804 P. 010/012 F-679

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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>JWGenesis Capital Markets, 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        /        /        (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 N/A

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 9, 2004 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 December 9, 2004

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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FILE No.473 12/22 '04 16:30 ID:CSC TALLAHASSEE  
DEC-22-2004 09:20 FROM:LEGAL-BUSINESS-SUPPT 18047823553  
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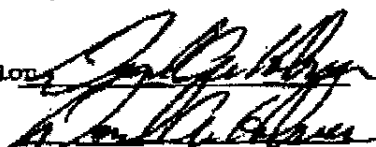
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

EVEREN Capital Corporation  
JWGenesis Capital  
Markets, Inc.



David A. Hebner, Senior Vice President

David A. Hebner, Secretary

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## PLAN OF MERGER

"1. EVEREN Capital Corporation, which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of JWGenesis Capital Markets, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges EVEREN Capital Corporation with JWGenesis Capital Markets, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of EVEREN Capital Corporation.

"2. The separate existence of JWGenesis Capital Markets, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and EVEREN Capital Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of JWGenesis Capital Corporation 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 EVEREN Capital Corporation 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."

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