

**CERTIFICATE OF MERGER
OF
ATLAS MORTGAGE COMPANY, LLC
(AN ALABAMA LIMITED LIABILITY COMPANY)
INTO
ATLAS MORTGAGE, INC.
(AN ALABAMA CORPORATION)**

---FILED---EFFECTIVE---	
AUG 30 2002	SEP - 1 2002
TIME	TIME 8:00 AM CDT

SECRETARY OF STATE


20020904000423120 Pg 1/6 25.00
Shelby Cnty Judge of Probate, AL
09/04/2002 14:01:00 FILED/CERTIFIED

Pursuant to the Alabama Business Entities Conversion and Merger Act, the undersigned Corporation adopts the following Certificate of Merger:

FIRST: Atlas Mortgage Company, LLC, an Alabama limited liability company (the "LLC"), organized by filing Articles of Organization in the Probate Office of Shelby County on January 9, 2001, is merging into Atlas Mortgage, Inc., an Alabama corporation, organized by filing Articles of Incorporation in the Probate Office of Jefferson County on June 27, 2002 (the "Corporation").

SECOND: A plan of merger has been approved and executed by the LLC (which approval was by unanimous consent of all members) and the Corporation (which approval was by unanimous consent of the board of directors and unanimous consent of the shareholders), which are all of the business entities which are to merge. A copy of the aforementioned plan of merger is attached hereto as Exhibit A.

THIRD: The name of the surviving and resulting entity is **Atlas Mortgage, Inc.**

FOURTH: The agreement and plan of merger is on file at the place of business of the Corporation, which is Suite 750, Galleria Towers, 3000 Riverchase Galleria, Birmingham, Alabama 35244.

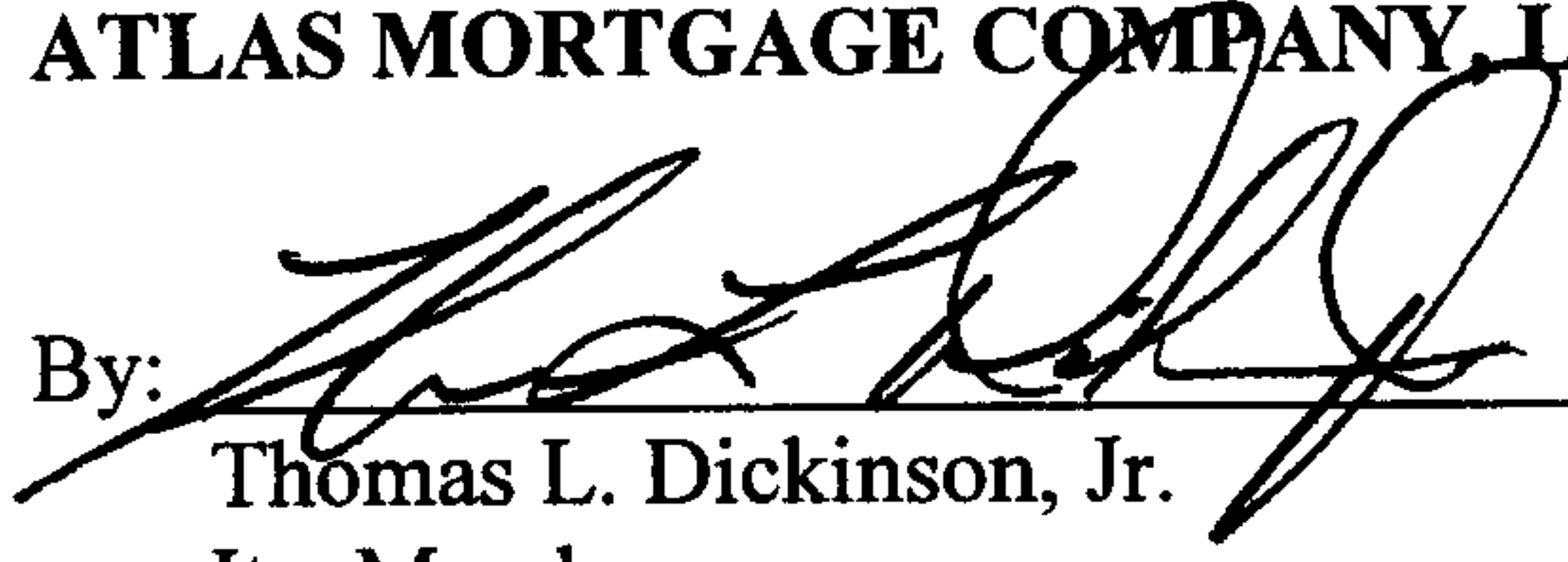
FIFTH: A copy of the plan of merger will be furnished by the Corporation, on request and without cost, to any equity owner in the LLC or the Corporation.

SIXTH: The effective date and time of this merger shall be September 1, 2002, 8:00 a.m. Central Daylight Time.

Burr & Forman
3100 South Trust Tower
B'ham AL 35203

IN WITNESS WHEREOF, the undersigned parties have caused this Certificate of Merger to be executed on this the 29th day of August, 2002.

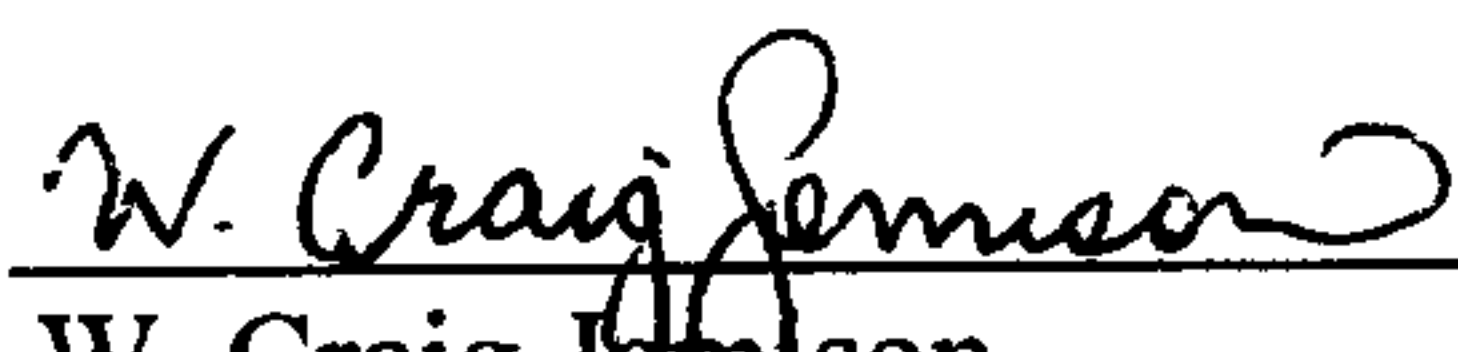
ATLAS MORTGAGE COMPANY, LLC

By: 

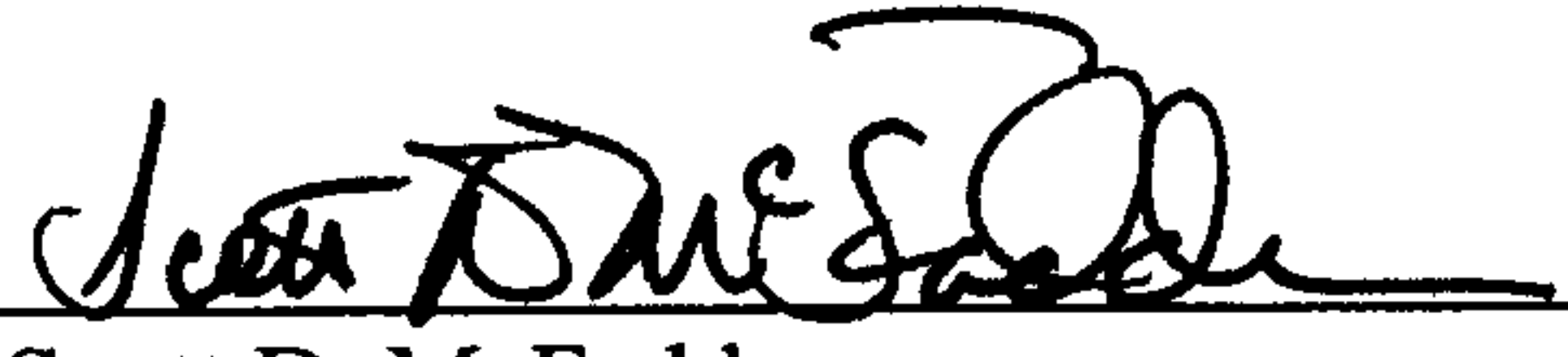
Thomas L. Dickinson, Jr.
Its: Member

By: 

Scott D. Moulton
Its: Member

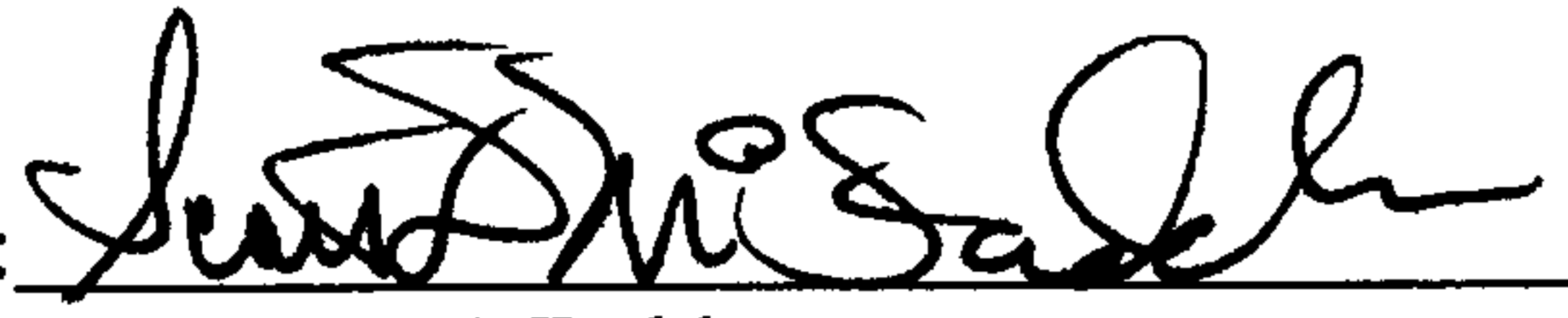
By: 

W. Craig Jemison
Its: Member

By: 

Scott D. McFadden
Its: Member

ATLAS MORTGAGE, INC.

By: 

Scott D. McFadden
Its: President

Exhibit A

**PLAN OF MERGER
OF
ATLAS MORTGAGE COMPANY, LLC
(AN ALABAMA LIMITED LIABILITY COMPANY)
AND
ATLAS MORTGAGE, INC.
(AN ALABAMA CORPORATION)**

PLAN OF MERGER by and between, Atlas Mortgage Company, LLC, an Alabama limited liability company (the "LLC"), and Atlas Mortgage, Inc., an Alabama corporation (the "Corporation").

WITNESSETH:

WHEREAS, it has been proposed that the LLC shall merge with and into the Corporation, whereby the Corporation will be the entity surviving the merger, pursuant to Section 10-15-4 of the Alabama Business Entities Conversion and Merger Act; and

WHEREAS, the board of directors and the shareholders of the Corporation and the members of the LLC deem it advisable and to the advantage, welfare and best interest of said entities and their respective shareholders and members, as the case may be, to merge the LLC with and into the Corporation pursuant to the provisions of Section 10-15-4 of the Alabama Business Entities Conversion and Merger Act, and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the Board of Directors and the shareholders of the Corporation, and duly approved by a resolution unanimously adopted by the members of the LLC, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), the LLC shall, pursuant to the provisions of Section 10-15-4 of the Alabama Business Entities Conversion and Merger Act, be merged with and into the Corporation (the "Merger"); the separate organizational existence of the LLC shall thereupon cease; and the Corporation shall be the entity surviving the merger and shall continue to exist as an Alabama corporation under the Alabama Business Corporation Act. The Corporation shall hereinafter sometimes be referred to as the "Surviving Entity" or "Surviving Corporation." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the LLC and the Corporation (collectively referred to as the "Constituent Entities").

2. The street address of the Surviving Entity's principal place of business is Suite 750, Galleria Towers, 3000 Riverchase Galleria, Birmingham, AL 35244.

3. The LLC is owned by the equity owners set forth below, and such equity owner owns the percentage interest in the LLC set forth opposite his name below:

Thomas L. Dickinson, Jr.	25%
W. Craig Jemison	25%
Scott D. Moulton	25%
Scott D. McFadden	25%

The Surviving Entity is an Alabama corporation. Each equity owner of the LLC (set forth above) owns 250 shares of common stock, par value \$0.01 per share, in the Surviving Entity, and as of the Effective Date, there are no other equity owners in the Surviving Entity.

4. After the execution of this Plan of Merger, the Surviving Entity will submit the Certificate of Merger (the "Certificate of Merger") to the Secretary of State of Alabama, in accordance with Section 10-15-4(e)(1) of the Alabama Business Entities Conversion and Merger Act.

5. The Certificate of Merger shall be filed with the Secretary of State of Alabama at any time after the date hereof and shall be and become effective on September 1, 2002, at 8:00 a.m. Central Daylight Time (the "Effective Date").

6. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Alabama Business Corporation Act.

7. The Bylaws of the Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Incorporation and Bylaws of the Surviving Entity, and in the manner prescribed by the Alabama Business Corporation Act.

8. Immediately after the Effective Date, the directors of the Corporation immediately prior to the Effective Date will be the directors of the Surviving Corporation, and the officers of the Corporation immediately prior to the Effective Date will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

9. The manner and basis of converting the membership interest of the LLC into issued and outstanding shares of capital stock of the Surviving Entity and the mode of carrying the merger into effect are as follows:

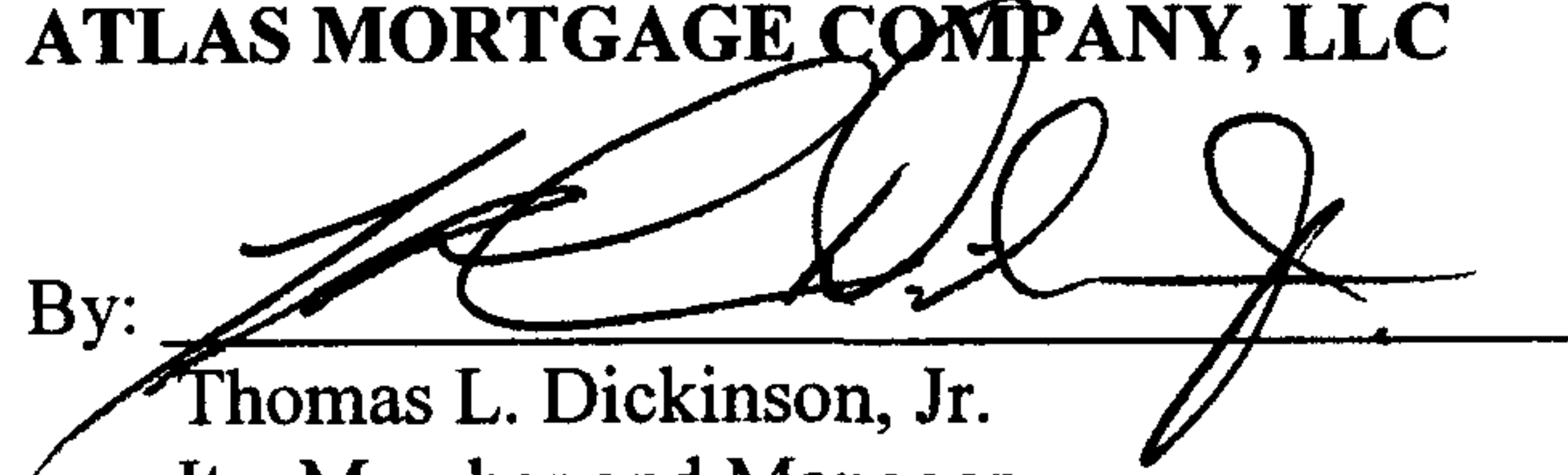
(a) All of the membership interest of the LLC shall be canceled and extinguished as of the Effective Date.

(b) Each issued and outstanding share of common stock of the Corporation, as well as each authorized but unissued share of common stock of the Corporation, will not be converted, exchanged or altered in any manner as a result of the Merger and will remain as common stock of the Surviving Entity, and the certificates which represented outstanding shares of common stock of the Surviving Corporation prior to the Effective

Date, without further action, shall continue to be and represent outstanding shares of common stock of the Surviving Corporation thereafter without the issuance or exchange of new shares or share certificates.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed as of the 31st day of July, 2002.

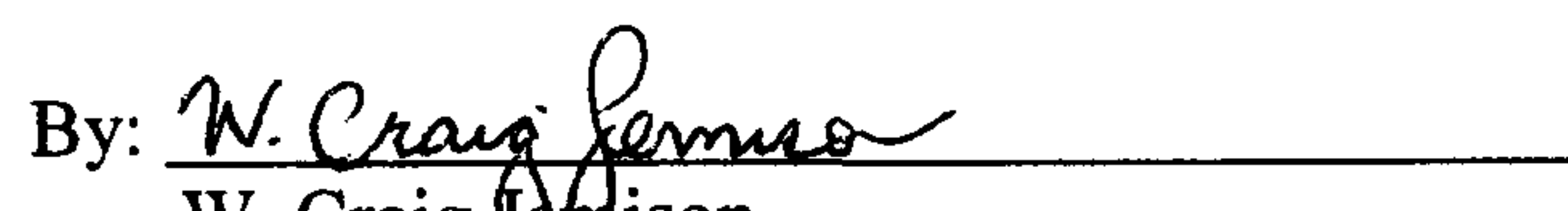
ATLAS MORTGAGE COMPANY, LLC

By: 

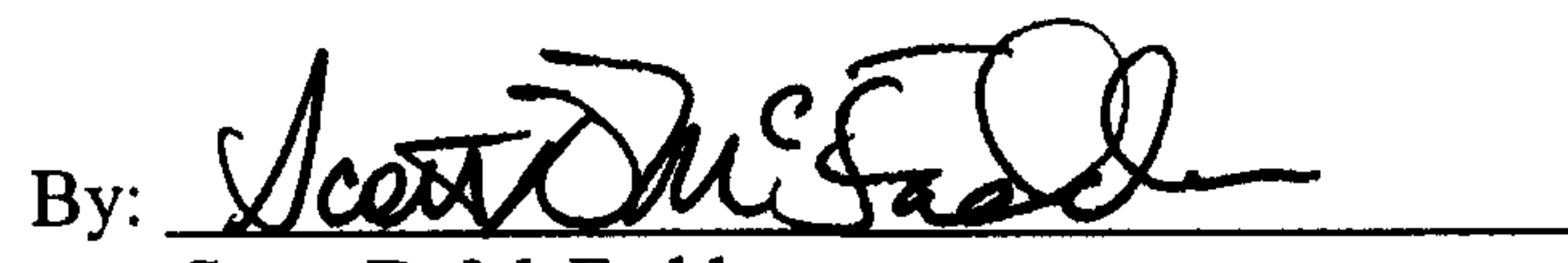
Thomas L. Dickinson, Jr.
Its: Member and Manager

By: 

Scott D. Moulton
Its: Member and Manager

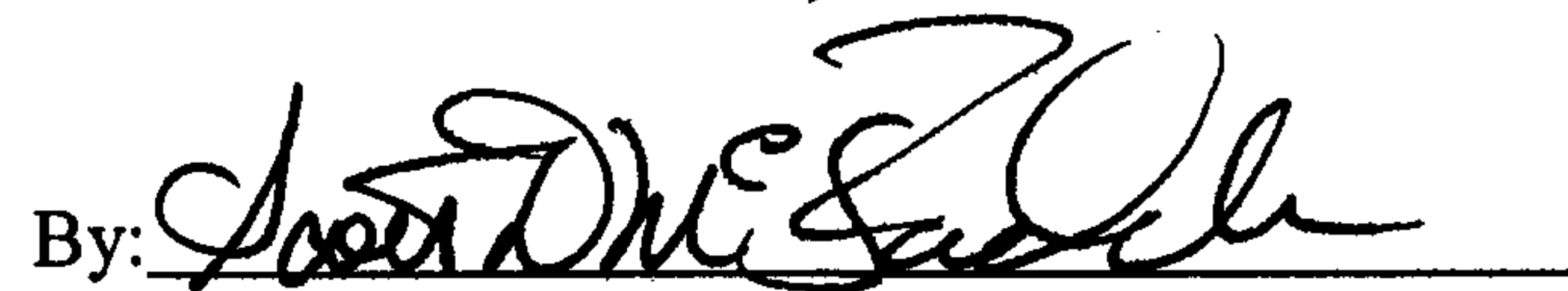
By: 

W. Craig Lemmon
Its: Member and Manager

By: 

Scott D. McFadden
Its: Member and Manager

ATLAS MORTGAGE, INC.

By: 

Scott D. McFadden
Its: President

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on August 30, 2002

DATE August 30, 2002

Secretary of State