

CERTIFICATE

I, Carl L. Gorday hereby certify that: (1) I am the Assistant Secretary of AmSouth Bank of Alabama, an Alabama banking corporation, and that I have been duly appointed and am presently serving in that capacity in accordance with the by-laws of said corporation; (2) the attached are true and correct copies of the originals of the (a) "Certificate of Approval to Convert to a State Banking Corporation" and (b) the "Certificate of Incorporation" pursuant to which AmSouth Bank, National Association, was converted from a national banking association to an Alabama banking corporation; (3) said conversion was, in fact, completed and became effective on July 8, 1994; said AmSouth Bank N.A. is now known as AmSouth Bank of Alabama.

IN WITNESS WHEREOF, I hereunto set my hand and the seal of said corporation on this the 29th day of November, 1994.

Carl L. Gorday
Assistant Secretary - 35564
Inst # 1994-35564

(SEAL)

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

12/02/1994-35564
01:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 HCD 13.50

I, the undersigned authority, in and for said County and in said State, hereby certify that Carl L. Gorday, whose name as Assistant Secretary of AmSouth Bank of Alabama is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same for and as the act of said corporation.

Given under my hand and official seal, this 29th day of November, 1994.

Michelle A. Bridges
Notary Public

[SEAL]

My Commission Expires: _____

MY COMMISSION EXPIRES AUGUST 1, 1997

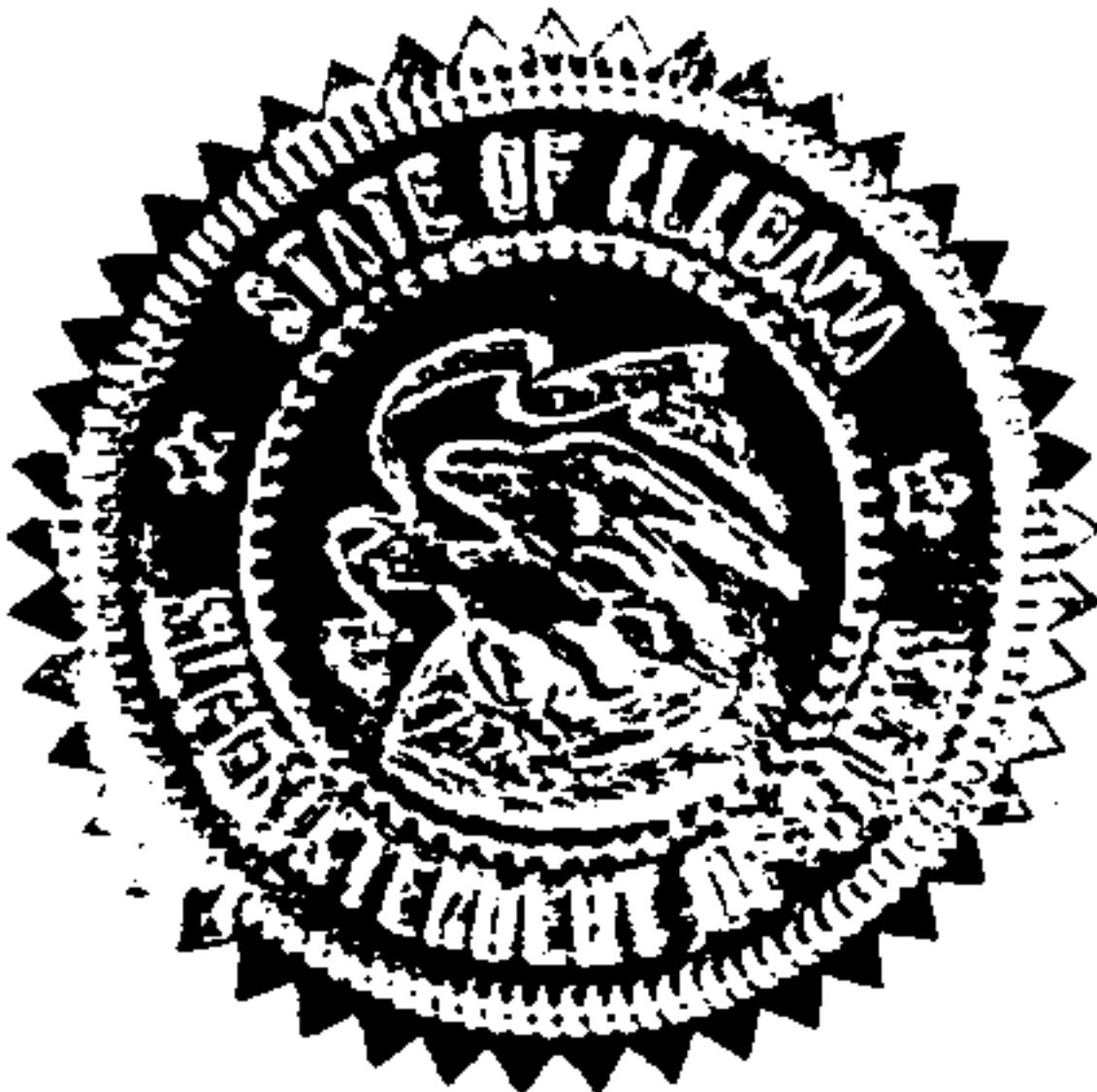
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COPY
STATE OF ALABAMA

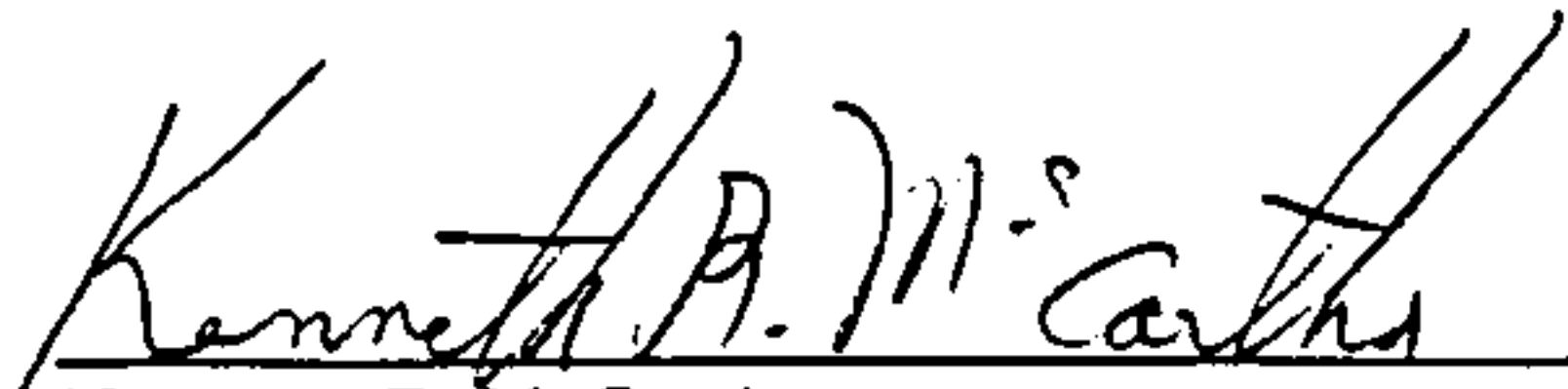
MONTGOMERY COUNTY

**CERTIFICATE OF APPROVAL TO CONVERT
TO A STATE BANKING CORPORATION**

I, Kenneth R. McCartha, as Acting Superintendent of Banks, State of Alabama, do hereby certify that AmSouth Bank, National Association, a national banking association, has fully complied with the provisions of §§ 5-7A-20 through 5-7A-24, Code of Alabama 1975, to convert to a state banking corporation with the name of AmSouth Bank of Alabama and that AmSouth Bank of Alabama, the resulting state bank, and all of its stockholders, officers, and employees shall have the same powers and privileges and shall be subject to the same duties, liabilities and regulations, in all respects, as shall have been prescribed for banking corporations originally organized as banking corporations under the laws of the State of Alabama; and I do, therefore, authorize AmSouth Bank of Alabama, Birmingham, Alabama, a state banking corporation to transact business within this state as a bank effective upon the filing of this certificate and the attached documents with the Judge of Probate of Jefferson County. I further certify that all proper business can be entrusted to said bank.

Given under my hand and seal of office this the 8th day of July, 1994.




Kenneth R. McCartha
Acting Superintendent of Banks
State of Alabama

State of Alabama
Jefferson County

Inst # 1994-35564
12/02/1994-35564
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SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50

CERTIFICATE OF _____ INCORPORATION

OF

AMSOUTH BANK OF ALABAMA

The undersigned, as Judge of Probate of Jefferson County,
State of Alabama, hereby certifies that _____ Articles of

INCORPORATION

duly signed and verified pursuant to the provisions of Alabama
BUSINESS Corporation Act, have been received in this office
and are found to conform to law.

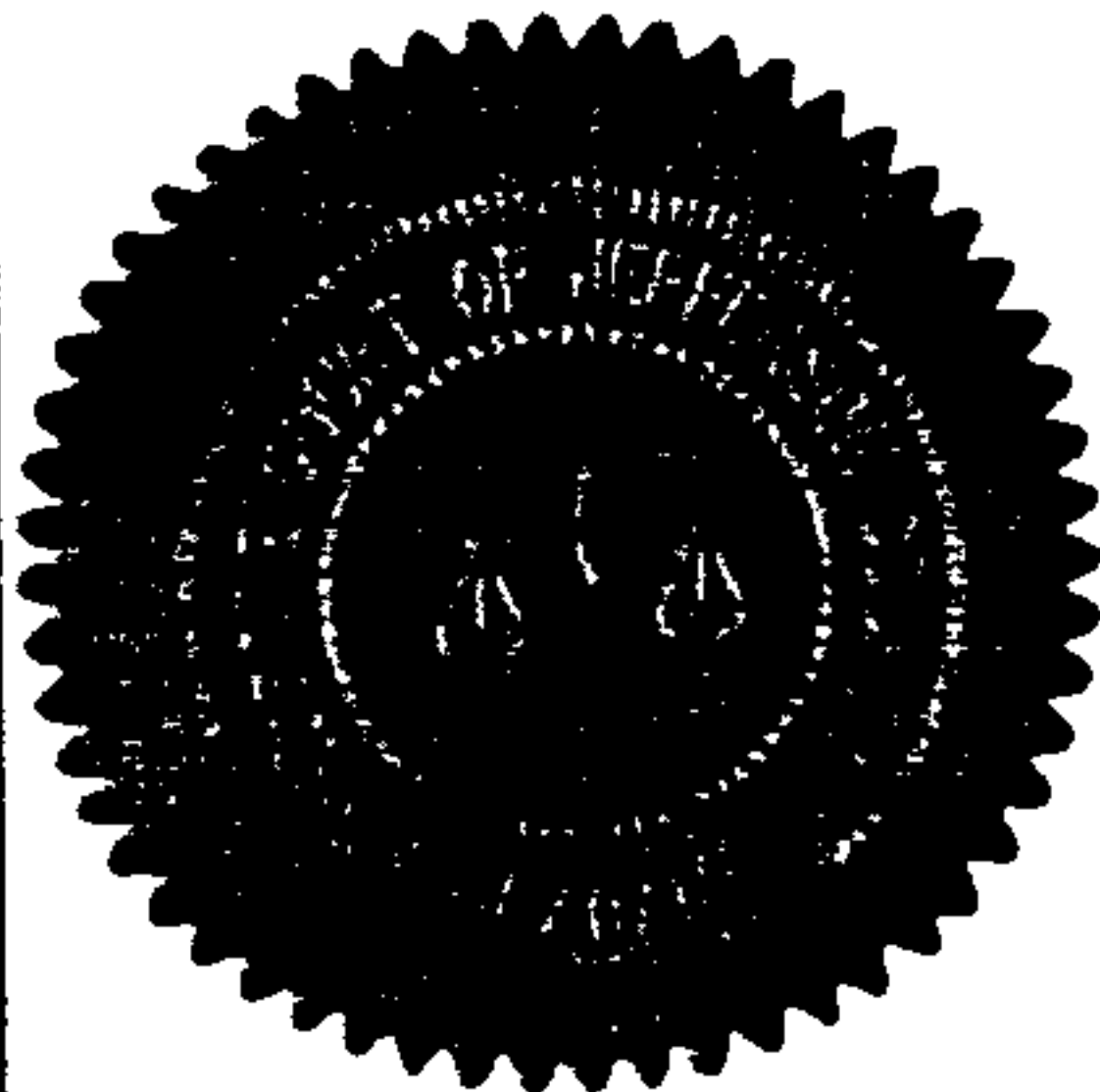
Accordingly the undersigned, as such Judge of Probate, and by
virtue of the authority vested in him by law, hereby, issues this
Certificate of _____ INCORPORATION

of _____ AMSOUTH BANK OF ALABAMA

and attaches hereto a copy of the _____ Articles of

INCORPORATION

Given Under My Hand and Official Seal on this the _____ 8TH
day of _____ JULY , 19 94 .



George A. Reynolds
Judge of Probate