

CERTIFICATE

I, Carl L. Gorday hereby certify that: (1) I am the Assistant Secretary of AmSouth Bank of Florida, a Florida 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 is a true and correct copy of the original of the Certificate of Merger of the State of Florida regarding the merger of Fortune Bank, a savings bank, Clearwater, Florida, with and into AmSouth Bank of Florida, Tampa, Florida; (3) said merger was, in fact, completed and became effective on June 23, 1994.

IN WITNESS WHEREOF, I hereunto set my hand and the seal of said corporation on this the 23rd day of December, 1994.

Carl L. Gorday
Assistant Secretary

(SEAL)

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

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 Florida 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 23rd day of December, 1994.

Nichelle A. Bridges
Notary Public

[SEAL]

My Commission Expires: _____

MY COMMISSION EXPIRES AUGUST 4, 1997

12/27/1994-37365
12:24 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MEL 13.50

Inst # 1994-37365



GERALD LEWIS
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

CERTIFICATE OF MERGER

WHEREAS, Section 655.412, Florida Statutes, provides for the merger of capital stock financial institutions; and

WHEREAS, I am satisfied that the terms of the merger agreement between the institutions described below comply with Section 658.43(3), Florida Statutes, and that the other regulatory conditions of the department have been met,

NOW, THEREFORE, I, GERALD LEWIS, as Comptroller of Florida and head of the Department of Banking and Finance, do hereby issue this Certificate authorizing the consummation of merger of the following constituent institutions:

Fortune Bank, a savings bank
Clearwater, Pinellas County, Florida
Charter No. 187

AmSouth Bank of Florida
Pensacola, Escambia County, Florida
Charter No. 218-T

Under the charter of: AmSouth Bank of Florida

Under the title of: AmSouth Bank of Florida

Under State Charter No. 218-T

AND, I further authorize AmSouth Bank of Florida to continue the transaction of a general banking and trust business with its main office at 70 North Baylen Street, Pensacola, Escambia County, Florida, with branch offices as authorized by law. On the effective date of the merger, 5:02 p.m., Eastern Time, on June 23, 1994, the charters of the constituent institutions, other than the resulting bank, shall be deemed surrendered and the resulting bank shall be considered the same business and corporate entity as each constituent institution, with all of the rights, powers, and duties of each constituent institution, except as limited by the charter and by-laws of the resulting State bank. All constituent institutions, other than the resulting bank, are deemed to be branches of the resulting bank.



Signed and Sealed this 21st day
of June, 1994.

Gerald Lewis
GERALD LEWIS
Comptroller

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