

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 is a true and correct copy of the original of the Articles of Merger filed with the State of Alabama regarding the merger of AmSouth Mortgage Company, Inc. with and into AmSouth Bank of Alabama, Birmingham, Alabama; and (3) said merger was, in fact, completed and became effective on December 29, 1995.

IN WITNESS WHEREOF, I hereunto set my hand and the seal of said corporation on this the 22nd day of January, 1996.

Carl L. Gorday
Assistant Secretary

(SEAL)

Inst. # 1996-05931 18.50

STATE OF ALABAMA)
JEFFERSON COUNTY)

02/26/1996-05931
09:32 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCB 18.50

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 22nd day of January, 1996.

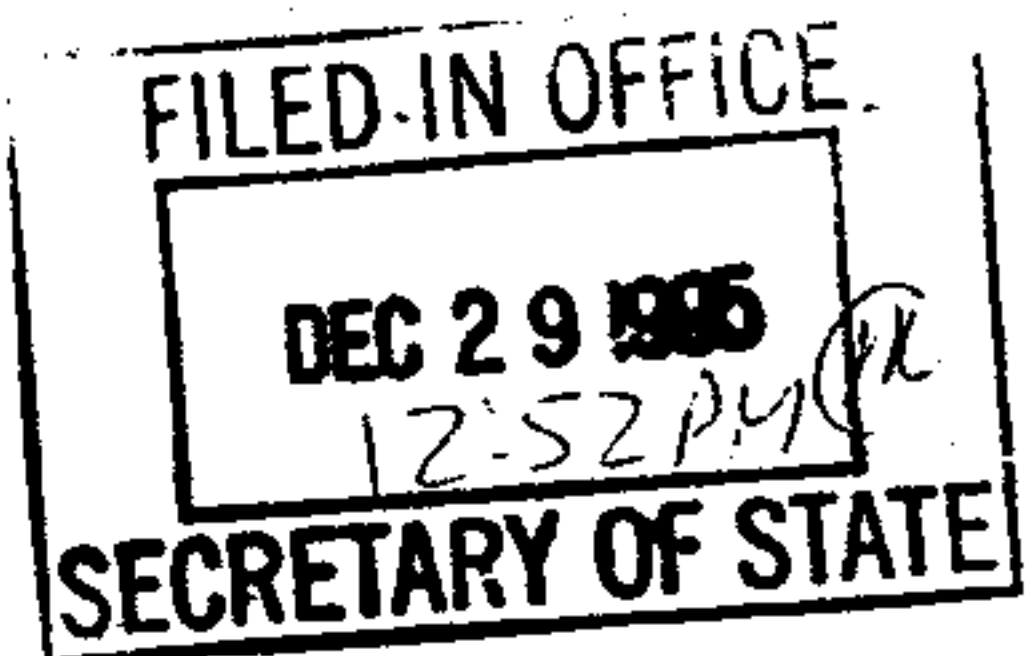
Michelle A. Bridges
Notary Public

[SEAL]

My Commission Expires: _____

MY COMMISSION EXPIRES AUGUST 4, 1997

ARTICLES OF MERGER
OF
AMSOUTH MORTGAGE COMPANY, INC.
WITH AND INTO
AMSOUTH BANK OF ALABAMA



The undersigned, an Alabama banking corporation, hereby files these Articles of Merger pursuant to Section 10-2B-11.05 of the Code of Alabama 1975 for the purpose of merging its wholly-owned subsidiary, AmSouth Mortgage Company, Inc., with and into the undersigned AmSouth Bank of Alabama. The undersigned does hereby certify:

FIRST: That the Plan of Merger is set forth on the attached Exhibit A which is incorporated herein.

SECOND: That approval of the Plan of Merger by the shareholders of either AmSouth Bank of Alabama or AmSouth Mortgage Company, Inc. was not required as set forth in Section 10-2B-11.04(a) of the Code of Alabama 1975.

THIRD: That the Articles of Incorporation of AmSouth Bank of Alabama are filed in Jefferson County, Alabama, and that AmSouth Mortgage Company, Inc. is incorporated under the laws of the State of Delaware.

FOURTH: That these Articles of Merger and the merger of AmSouth Mortgage Company, Inc. with and into AmSouth Bank of Alabama shall be effective as of 5:01 p.m., Central Time, on December 29, 1995.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer on this 21st day of December, 1995, to be effective as provided above.

AMSOUTH BANK OF ALABAMA

By:

John W. Woods
John W. Woods
Chairman of the Board and
Chief Executive Officer

EXHIBIT A

PLAN OF MERGER
OF
AMSOUTH MORTGAGE COMPANY, INC.
AND
AMSOUTH BANK OF ALABAMA

Pursuant to Sections 10-2B-11.04 and 10-2B-11.07 of the Code of Alabama 1975 and Section 253 of the General Corporation Law of the State of Delaware, the Board of Directors of AmSouth Bank of Alabama ("Parent"), an Alabama banking corporation, hereby adopts the following Plan of Merger for the purpose of merging into AmSouth Bank of Alabama its wholly-owned subsidiary, AmSouth Mortgage Company, Inc. ("Subsidiary"), a Delaware corporation.

1. Parties to the Merger.

(a) The name of Parent is AmSouth Bank of Alabama. Parent is incorporated under the laws of the State of Alabama. Parent is the owner of all of the issued and outstanding capital stock of Subsidiary.

(b) The name of Subsidiary is AmSouth Mortgage Company, Inc. Subsidiary is incorporated under the laws of the State of Delaware.

2. The Merger.

(a) Subsidiary shall merge with and into Parent (the "Merger"), the separate existence of Subsidiary shall cease, and Parent (sometimes hereinafter referred to as the "Continuing Corporation") shall survive, all with the effect provided by the Alabama Business Corporation Act and, to the extent applicable, the General Corporation Law of the State of Delaware. The Articles of Incorporation and By-Laws of the Continuing Corporation shall be those of Parent, as in effect immediately prior to the Merger. The directors and officers of Parent immediately prior to the Merger shall be the directors and officers of the Continuing Corporation until their successors are elected and qualify.

(b) Upon the effective date of the Merger all of the shares of capital stock of Subsidiary shall be automatically canceled without any action on the part of the holder thereof. The shares of capital stock of Parent issued and outstanding immediately prior to the Merger shall, on and after the effective date of the Merger, be unchanged and remain outstanding as shares of capital stock of the Continuing Corporation.

(c) On and after the effective date of the Merger the Continuing Corporation shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the merging corporations; and all

property, real personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in the Continuing Corporation without further act or deed; and the title to real estate or any interest therein, vested in any of such corporations, shall not revert or be impaired in any way by reason of the Merger.

(d) The Continuing Corporation shall thenceforth be responsible and liable for all of the liabilities, obligations and penalties of each of the corporations so merged.



STATE OF ALABAMA
STATE BANKING DEPARTMENT

101 SOUTH UNION STREET
MONTGOMERY, ALABAMA 36130-1201
TELEPHONE (334) 242-3452
FAX (334) 242-3500



DEC 08 1995
AmSouth Legal Dept.

December 4, 1995

Mr. William H. Caughran, Jr.
Associate Counsel
AmSouth Bank
Post Office Box 11007
Birmingham, Alabama 35288

Dear Mr. Caughran:

As outlined in your letter dated November 24, 1995, AmSouth Bank of Alabama may merge its wholly-owned subsidiary, AmSouth Mortgage Company, Inc., into the bank by the end of this year. No approval would be required from the State Banking Department in connection with this particular merger.

If you have any further questions, please do not hesitate to contact me.

Very truly yours,

Scott Corscadden
General Counsel

SC/jsf

cc: Kenneth R. McCartha, Superintendent of Banks

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