

ARTICLES OF CORRECTION
TO
ARTICLES OF MERGER
OF
MERCHANTS & PLANTERS BANK
AN ALABAMA BANKING CORPORATION
INTO
THE PEOPLES BANK AND TRUST COMPANY
AN ALABAMA BANKING CORPORATION

Pursuant to the provisions of the Alabama Business Corporation Act, and in particular Ala. Code § 10-2B-1.24 (1975), the following Articles of Correction are adopted:

1. The document to be corrected is the Articles of Merger of Merchants & Planters Bank, an Alabama banking corporation, into The Peoples Bank and Trust Company, an Alabama banking corporation and, in particular, the Certificate of Approval of Bank Merger by the Superintendent of Banks filed with those Articles of Merger, which document was filed in the Office of the Secretary of State on April 10, 1998.

2. The incorrect statement is contained in the Certificate of Approval of Bank Merger by the Superintendent of Banks filed with the aforesaid Articles of Merger, which said Certificate of Approval of Bank Merger inadvertently identified the surviving institution as "Peoples Bank and Trust Company," rather than "The Peoples Bank and Trust Company."

3. The incorrect designation is corrected by the Amended Certificate of Approval of Bank Merger issued by the Superintendent of Banks on the 22nd day of April, 1998, which Amended Certificate of Approval of Bank Merger is attached hereto and made a part hereof.

Dated: April 30, 1998

THE PEOPLES BANK AND TRUST COMPANY

By: Elam P. Holley, Jr.
Elam P. Holley, Jr.
President

By: M. Scott Patterson
M. Scott Patterson
Secretary

(Corporate Seal)

05/08/1998-16825
08:14 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 NCD 10.00

1998-16825

Dated: April 30, 1998

MERCHANTS & PLANTERS BANK

By: Elam P. Holley, Jr.
Elam P. Holley, Jr.
President

(Corporate Seal)

By: M. Scott Patterson
M. Scott Patterson
Secretary

STATE OF ALABAMA I
COUNTY OF DALLAS I

I, the undersigned authority, a Notary Public in and for said State and County, do hereby certify that **ELAM P. HOLLEY, JR.**, and **M. SCOTT PATTERSON**, whose names as President and Secretary, respectively, of **THE PEOPLES BANK AND TRUST COMPANY**, an Alabama banking corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN UNDER MY HAND AND SEAL this the 30 day of April, 1998.

Beverly W. Ingram
Notary Public
State of Alabama at Large

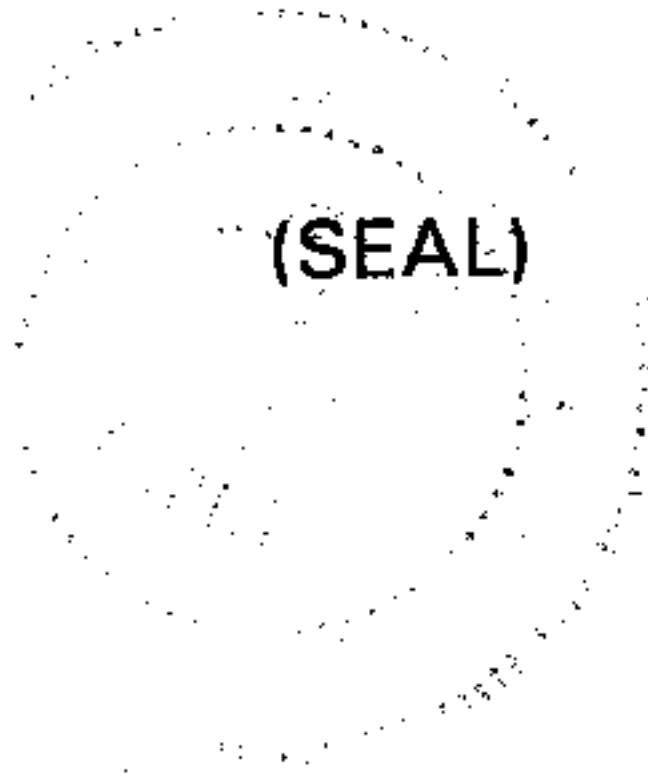
My Commission Expires: 7-29-98

(SEAL)

STATE OF ALABAMA I
COUNTY OF DALLAS I

I, the undersigned authority, a Notary Public in and for said State and County, do hereby certify that **ELAM P. HOLLEY, JR.**, and **M. SCOTT PATTERSON**, whose names as President and Secretary, respectively, of **MERCHANTS & PLANTERS BANK**, an Alabama banking corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN UNDER MY HAND AND SEAL this the 30 day of April, 1998.



Brendy W. Sheppard
Notary Public
State of Alabama at Large

My Commission Expires: 7-29-98

This Instrument Was Prepared By:
GAMBLE, GAMBLE, CALAME & WILSON, L.L.C.
Attorneys at Law
Post Office Box 345
Selma, Alabama 36702-0345

SUPERINTENDENT OF BANKS
STATE OF ALABAMA
MONTGOMERY, ALABAMA

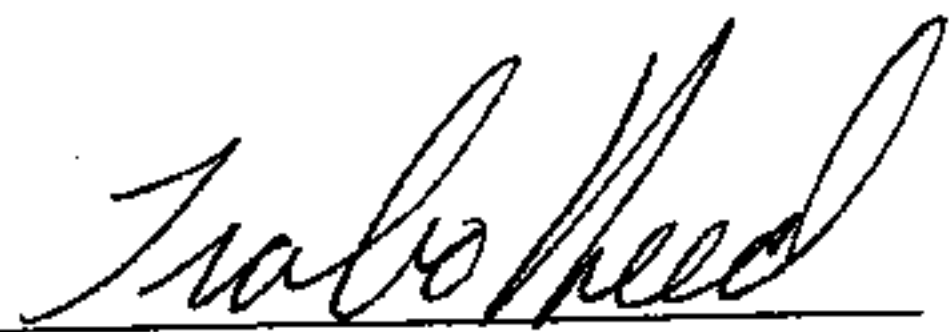
AMENDED CERTIFICATE OF APPROVAL OF BANK MERGER

WHEREAS the Certificate of Approval of Bank Merger issued by this office on April 9, 1998 inadvertently identified the surviving institution as Peoples Bank and Trust Company, the State Banking Department has issued this Amended Certificate of Approval to reflect the correct title of the surviving bank as The Peoples Bank and Trust Company. This Amendment shall be effective as of April 9, 1998.

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, showing that all requisite legal and corporate actions have been taken by Merchants and Planters Bank, located at Montevallo, Alabama, and The Peoples Bank and Trust Company, located at Selma, Alabama, in accordance with Sections 10-2B-11.01; 10-2B-11.03; 10-2B-11.05; 5-7A-1; 5-7A-2 and 5-7A-3, Code of Alabama 1975, to merge those two banks in accordance with their Agreement of Merger dated March 9, 1998, the continuing bank to operate under the Articles of Incorporation of The Peoples Bank and Trust Company and title of The Peoples Bank and Trust Company; said merger is to become effective upon the filing of the original Certificate of Approval and Articles of Merger with the Secretary of State of Alabama as amended by this Amended Certificate of Approval;

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of the Superintendent of Banks on this 22nd day of April 1998.



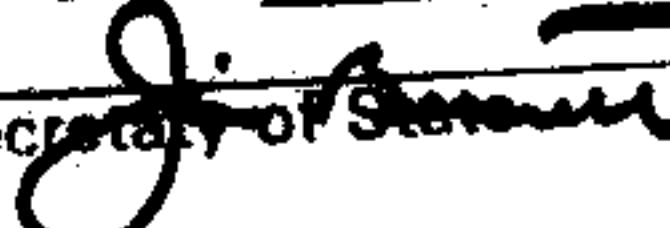

Trabo Reed
Deputy Superintendent of Banks

Inst # 1998-16825

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 05-01-98

DATE 05-01-98


Secretary of State

Inst # 1998-16825

05/08/1998-16825
08:14 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 10.00