

ARTICLES OF INCORPORATION
OF
MARKETING SOLUTIONS, INC.,
AN ALABAMA CORPORATION

The undersigned, whether one or more, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following:

ARTICLE ONE

NAME

The name of the corporation is Marketing Solutions, Inc.

ARTICLE TWO

PURPOSE

The purposes for which the corporation is organized are: to provide products and services to community banks, to engage in any lawful business or activities related to the stated purpose, and to transact any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE THREE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

132 Essex Drive, Sterrett, Alabama 35147

The initial registered agent at that address is:

Neal G. Packard

03/11/1998-35732
03:18 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
301 DRH 30.00

EC406-8567
1998-03-11

ARTICLE FOUR

CAPITAL STOCK

The total number of shares that the corporation has authority to issue is 100 shares, all of which shall be common shares.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Five. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Neal G. Packard 132 Essex Drive, Sterrett, Alabama 35147

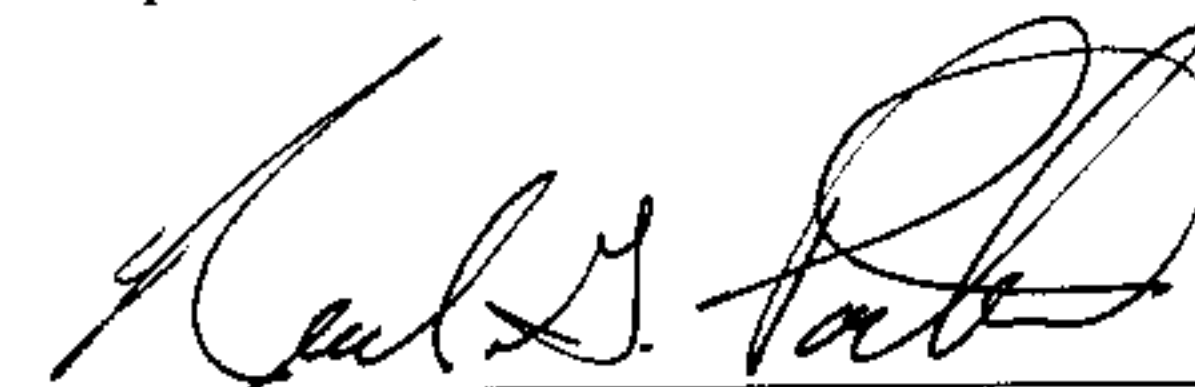
ARTICLE SIX

INCORPORATORS

The name and address of each incorporator is:

Neal G. Packard 132 Essex Drive, Sterrett, Alabama 35147

Executed by the undersigned this 11th day of September, 1998.

A handwritten signature in black ink, appearing to read 'Neal G. Packard', written over a horizontal line.

Neal G. Packard

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Marketing Solutions, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William Justice, PO Box 977, Columbiana, AL 35051 for a period of one hundred twenty days beginning September 4, 1998 and expiring January 3, 1999.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 4, 1998
Date

Jim Bennett

Secretary of State

Inst # 1998-35752

09/11/1998-35752
03:18 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 90.00