

F 95 000003836

DIRECT DIAL TELEPHONE

BALLOU & BINGHAM
CORPORATION AND COMPANY
BIRMINGHAM, ALABAMA 35203
TELEPHONE (205) 251-8100

800001557628
-08/10/95--01051--021
*****70.00 *****70.00

800001557628
-08/10/95--01051--022
*****8.75 *****8.75

August 3, 1995

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Karon Bayer

Re: Application by Foreign Corporation for
Authorization to Transact Business in Florida

Dear Ms. Bayer:

Enclosed please find an Application by a Foreign Corporation for Authorization to Transact Business in Florida for Compass Bancshares Insurance, Inc. I previously requested the name availability of this entity and notified you that the parent corporation, Compass Bancshares, Inc., is currently qualified in your state.

It is my understanding that use of this name must be cleared by the Florida Banking Department; therefore, I have prepared a letter to them requesting use of this name, a copy of which is attached.

Please file upon receipt returning evidence of qualification to the attention of the undersigned. If you have any questions, please do not hesitate to call.

Yours truly,
Anne-Marie Ellis
Anne-Marie Ellis
Legal Assistant

Enclosure



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

August 9, 1995

T. Kurt Miller
Dalch & Bingham
Attorneys and Counselors
1901 Sixth Avenue North
Suite 2600
Birmingham, Alabama 36203

Dear Mr. Miller:

Re: "Compass Bancshares Insurance, Inc."

Your letter of August 7, 1995, requests approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Bayer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. Officers:

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

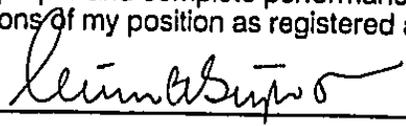
10. Name and Street address of Florida registered agent:

Name: Arthur Simpson

Office Address: 76 South Laura Street
Jacksonville, Florida 32202
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: 

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Daniel B. Graves, Assistant Secretary
(Name and capacity of person signing application)

COMPASS BANCSHARES INSURANCE, INC.

Officers

Jerry W. Powell
Vice President and Secretary
15 South 20th Street
Birmingham, Alabama 35233

Jerry Goodson
Vice President
15 South 20th Street
Birmingham, Alabama 35233

Linda Warren
Assistant Secretary
15 South 20th Street
Birmingham, Alabama 35233

Daniel B. Graves
Assistant Secretary
15 South 20th Street
Birmingham, Alabama 35233

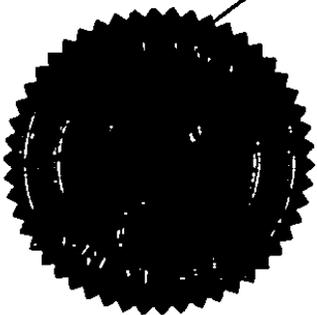
Michael A. Bean
Treasurer
15 South 20th Street
Birmingham, Alabama 35233

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DIVISION OF CORPORATIONS
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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 the domestic corporation records on file in this office disclose that Compass Bancshares Insurance, Inc. incorporated in Perry County, Uniontown, Alabama on November 5, 1932. I further certify that the records do not disclose that said Compass Bancshares Insurance, Inc. has been dissolved.

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DIVISION OF CORPORATIONS
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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.

July 28, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State