

SunTrust Banks, Inc.
Post Office Box 4418
Mail Code 643-SP
Atlanta, GA 30302-4418
Tel (404) 588-8522
Fax (404) 581-1664

F99000005013

Margaret U. Hodgson
Vice President
Senior Attorney

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT - 1 PM 4: 06

FILED

SUNTRUST

September 29, 1999

Ms. Karen Byers
Qualification/Tax Lien Section
Division of Corporations
Department of State, State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

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-10/01/99--01084--008
*****70.00 *****70.00

Re: Qualification of SunTrust Bank, Atlanta to do Business in Florida

Dear Ms. Byers:

Please find enclosed the following items in connection with the application by SunTrust Bank, Atlanta to qualify to do business in Florida:

1. Transmittal letter and executed application; ✓
2. Certificate of Existence of SunTrust Bank, Atlanta; ✓
3. A check in the amount of \$70.00 made payable to the Florida Department of State; and ✓
4. Letter from the Florida Department of Banking and Finance stating that they have no objection to our use of the name SunTrust Bank, Atlanta. ✓

If you have any questions or need any additional information, please feel free to call me at the above number. Thank you for your assistance.

Sincerely,

Margy Hodgson

Margaret U. Hodgson

Name	<i>Wet</i>
Availability	<i>10/1/99</i>
Document Examiner	<i>Wet</i>
MUH/pcb	
Updater	
Enclosures	
Updater	
Verifier	
Acknowledgement	

*FQ
Wet*

BILLING 70.00
 COPY _____
 AGENT _____
 TOTAL 70.00
 BALANCE DUE \$ _____
 REFUND \$ _____

Wet 10/1

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SunTrust Bank, Atlanta
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Margaret U. Hodgson

(Name of Person)

SunTrust Banks, Inc.

(Firm/Company)

303 Peachtree Street, NE, 30th Floor

(Address)

Atlanta, GA 30308

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Margaret U. Hodgson

(Name of Person)

at (404) 588-8522

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

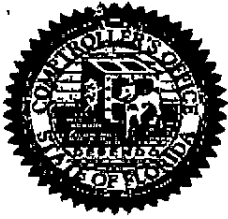
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

September 22, 1999

Margaret U. Hodgson
Vice President/Senior Attorney
SunTrust Banks, Inc.
Post Office Box 4418
Mail Code 643-SP
Atlanta, Georgia 30302-4418

Re: "SunTrust Bank, Atlanta" and
"SunTrust Bank Holding Company"

Dear Ms. Hodgson:

Reference is made to your letter/fax dated September 21, requesting approval of the above-referenced names. It is our understanding that SunTrust Banks, Inc., headquartered in Atlanta, Georgia, will merge 26 of its subsidiary banks with and into "SunTrust Bank, Atlanta" Atlanta, Georgia. These banks will be subsidiaries of the bank holding company Sun Trust Banks of Florida, Inc., which will change its name to "SunTrust Bank Holding Company".

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above referenced corporate names being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in cursive script, appearing to read "Art Simon".

Art Simon
Director

:kr

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. SunTrust Bank, Atlanta
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. State of Georgia (State or country under the law of which it is incorporated)
3. 58-0466330 (FEI number, if applicable)
4. 9/21/1891 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable/upon qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 25 Park Place, N.E.
Atlanta, GA 30303 (Current mailing address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. To own and operate bank branches and conduct the business of banking in Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Janet C. Thorpe

Office Address: 200 South Orange Avenue, 10th Floor
Orlando, Florida, 32801
(Registered agent's address) (Zip code)

10. 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.

[Handwritten signature]
(Registered agent's signature)

11. 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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: PLEASE SEE EXHIBIT A ATTACHED WITH A COMPLETE LIST OF ALL DIRECTORS.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: PLEASE SEE EXHIBIT B ATTACHED WITH A COMPLETE LIST OF ALL SENIOR OFFICERS.

Address: _____

Vice President: _____

Address: _____

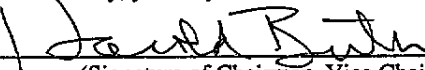
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harold P. Bitler, Senior Vice President
(Typed or printed name and capacity of person signing application)

EXHIBIT A

SUNTRUST BANK, ATLANTA,

BOARD OF DIRECTORS

Dr. Mary B. Bullock
President
Agnes Scott College
141 East College Avenue
Decatur, GA 30030-3797

Dr. William M. Chace
Office of the President
Emory University
Atlanta, GA 30322

Gaylord O. Coan
Chief Executive Officer
Gold Kist, Inc.
244 Perimeter Center Parkway, N.E.
Atlanta, GA 30301

Alston D. Correll
Chairman and CEO
Georgia-Pacific Corporation
133 Peachtree Street, NE
Atlanta, GA 30303

R. W. Courts, II
President
Atlantic Realty Company
50 Hurt Plaza, Suite 1500
Atlanta, GA 30303

A. W. Dahlberg
Chairman, President and CEO
The Southern Company
270 Peachtree Street, NW
Atlanta, GA 30303

Larry L. Gellerstedt, III
President and CEO
American Business Products, Inc.
2100 Riveredge Parkway, N.E.
Atlanta, GA 30348

John T. Glover
President
Post Properties, Inc.
One Riverside, Suite 800
4401 Northside Parkway
Atlanta, GA 30327-3057

L. Phillip Humann
Chairman, President & CEO
SunTrust Banks, Inc.
303 Peachtree Street, N.E.
Atlanta, GA 30308

M. Douglas Ivester
Chairman and CEO
The Coca-Cola Company
One Coca-Cola Plaza
North Tower, Suite 2512
Atlanta, GA 30301

William B. Johnson
Chairman and President
W. B. Johnson Properties, LLC
3424 Peachtree Road, NE
Atlanta, GA 30326

J. Hicks Lanier
Chairman and President
Oxford Industries, Inc.
222 Piedmont Avenue, NE
Atlanta, GA 30308

Joseph L. Lanier, Jr.
Chairman and CEO
Dan River, Inc.
2291 Memorial Drive
Danville, VA 24541

DIRECTORS OF SUNTRUST BANK, ATLANTA (continued)

Robert R. Long
Chairman and President
SunTrust Bank, Atlanta
25 Park Place, N.E.
Atlanta, GA 30303

Dennis M. Love
President and CEO
Printpack Inc.
4335 Wendell Drive, S.W.
Atlanta, GA 30378

Charles H. McTier
President
Robert Woodruff Foundation
50 Hurt Plaza, Suite 1200
Atlanta, GA 30301

Larry L. Prince
Chairman of the Board
Genuine Parts Company
2999 Circle 75 Parkway
Atlanta, GA 30339

Joe W. Rogers, Jr.
Chairman
Waffle House, Inc.
5986 Financial Drive, N.W.
Norcross, GA 30071

R. Randall Rollins
Chairman of the Board
Rollins, Inc.
2170 Piedmont Road, N.E.
Atlanta, GA 30324

EXHIBIT B

SUNTRUST BANK, ATLANTA.

SENIOR OFFICERS

- Robert R. Long Chairman of the Board and President
- Joseph T. Crowley Executive Vice President
- Russell L. Hunter Chief Financial Officer and Executive Vice President
- William H. Rogers, Jr. Executive Vice President
- Donald W. Thurmond Executive Vice President

Senior Vice Presidents

Gay O. Abbott	Luther J. Glass, III
Gerard T. Adams	Geraldine P. Kail
Joseph A. Arnold	Larry F. Lacroix
L. Neal Barton, Jr.	H. David Langston
Richard G. Blumberg	Patrick A. Paparelli
W. Moses Bond	Douglas S. Phillips
T. J. Bowers, Jr.	Ralph B. Small
Frances L. Breedon	Peter P. Walczuk
Louis E. Bunte	Neil B. Wedewer
William P. Canby	Steven W. Williams
Carolyn J. Cartwright	Timothy M. Woodall
Wynn E. Cline	
Dennis B. Dills	
Wadley H. Duckworth	
John B. Floyd	

- Harold P. Bitler Senior Vice President and Corporate Secretary

Business Addresses for all Senior Officers listed above is as follows:

c/o SunTrust Bank, Atlanta
25 Park Place, N.E.
Atlanta, Georgia 30303

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92531335
CONTROL NUMBER : J715952
DATE INCORPORATED: 09/21/1891
JURISDICTION : GEORGIA
PRINT DATE : 09/10/1999
FORM NUMBER : 256

SUNTRUST BANKS, INC.
ATTN: PAULA BIRD
POB 4418, MC643SP
ATLANTA, GA 30302

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SUNTRUST BANK, ATLANTA
A DOMESTIC BANK

was duly incorporated on the above date. Said corporation is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution.

This certificate is issued under the authority of Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

This certificate applies only to filings pursuant to Title 14 of the Official Code of Georgia Annotated. Information concerning bank related filings must be certified by the Georgia Department of Banking and Finance.

Cathy Cox



Cathy Cox
Secretary of State