

SunTrust Banks, Inc.
Mail Code 643SP
303 Peachtree Street, N.E.
38th Floor
Atlanta, Georgia 30308
Tel (404) 588-8522
Fax (404) 724-3550

Margaret U. Hodgson
Senior Attorney and Vice President

SUNTRUST

F99000005073

November 23, 1999

SENT VIA OVERNIGHT DELIVERY

Ms. Karen Beyer
Amendment Section
Division of Corporations
Department of State, State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
1/1/2000

FILED
99 NOV 30 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300003056793--4
-11/30/99--01001--028
***280.00 ***280.00

Re: Articles of Merger

Dear Ms. Beyer:

We are planning to merge ⁽¹⁾ SunTrust Bank, East Central Florida, ⁽²⁾ SunTrust Bank, Gulf Coast; ⁽³⁾ SunTrust Bank, Nature Coast; ⁽⁴⁾ SunTrust Bank, North Central Florida; ⁽⁵⁾ SunTrust Bank, Northwest Florida; SunTrust Bank, Southwest Florida; and SunTrust Bank, Tampa Bay (the "Target Banks") into ⁽⁶⁾ SunTrust Bank, Atlanta. All of the Target Banks are Florida banks, and SunTrust Bank, Atlanta is a Georgia bank. SunTrust Bank, Atlanta will be the survivor to the mergers, and will change its name to "SunTrust Bank" at the effective time of the mergers. In connection with these mergers, please find enclosed the following:

1. The originally signed Articles of Merger with the Plan of Merger attached, and two additional copies;
2. A letter from the Florida Department of Banking indicating that they have no objection to our use of the name "SunTrust Bank"; and
3. A check in the amount of \$280.00 made payable to the Department of State for the filing fee.

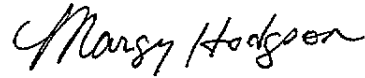
Please note that we would like the mergers to be effective as of January 1, 2000 at 12:01 a.m., as noted in Article 1 of the Articles of Merger. Please be advised that these mergers have been approved by the Federal Reserve and the Georgia Banking Department, and we have notified the Florida Banking Department of these mergers. However, approval of the Florida Banking Department was not required.

merger
11/30/99
SP

Ms. Karen Beyer
November 23, 1999
Page 2

I would appreciate it if you would stamp the two extra copies of the Articles of Merger with the effective date and send them to my attention at your earliest convenience. Thank you very much for your assistance. If you have any questions, please feel free to call me at the above number.

Sincerely,

A handwritten signature in cursive script that reads "Margy Hodgson".

Margaret U. Hodgson

MUH/pcb
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNTRUST BANK, EAST CENTRAL FLORIDA 018267 (ALL FLORIDA
CORPS.)

SUNTRUST BANK, GULF COAST V69849

SUNTRUST BANK, NATURE COAST F60059

SUNTRUST BANK, SOUTHWEST FLORIDA P94000000368

SUNTRUST BANK NORTHWEST FLORIDA 018152

SUNTRUST BANK, TAMPA BAY H96311

SUNTRUST BANK NORTH CENTRAL FLORIDA 004902

INTO

**SUNTRUST BANK, ATLANTA which changed its name to SUNTRUST
BANK, a Georgia entity F99000005073**

File date: November 30, 1999 , effective January 1, 2000

Corporate Specialist: Susan Payne

SunTrust Banks, Inc.
Mail Code 643SP
303 Peachtree Street, N.E.
38th Floor
Atlanta, Georgia 30308
Tel (404) 588-8522
Fax (404) 724-3550

Margaret U. Hodgson
Senior Attorney and Vice President

SUNTRUST

November 29, 1999

SENT VIA OVERNIGHT DELIVERY

Ms. Karen Beyer
Amendment Section
Division of Corporations
Department of State, State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

Dear Ms. Beyer:

In accordance with our telephone conversation on November 24, 1999, please find enclosed an originally signed Articles of Merger for the merger of seven (7) Florida banks into SunTrust Bank, Atlanta, and one additional counterpart. We have typed the names of each signatory under the signature line, as you requested.

Thank you very much for your assistance on this matter. I will provide you the ^{CUS}~~certified copy~~ of the Articles of Merger from the Georgia Secretary of State as soon as possible after January 1, 2000. If you need anything further, please let me know.

Sincerely,



Margaret U. Hodgson

MUH/pcb
Enclosures



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,

Art Simon
Director

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

11/23
"SunTrust Bank"
available per Bruce Kicca,
Div. of Banking. Dropping
Atlanta from name is of
no consequence to Div. of
Banking. Kiger

ARTICLES OF MERGER

of

SunTrust Bank, East Central Florida; SunTrust Bank, Gulf Coast; SunTrust Bank, Nature Coast; SunTrust Bank, North Central Florida; SunTrust Bank, Northwest Florida; SunTrust Bank, Southwest Florida; and SunTrust Bank, Tampa Bay (the "Target Banks")

with and into

SUNTRUST BANK, ATLANTA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the Target Banks and SunTrust Bank, Atlanta submit the following Articles of Merger:

1.

Plan of Merger and Effective Time

The Plan of Merger attached hereto as Exhibit 1 and incorporated herein by reference (the "Plan"), which provides for the merger of the Target Banks, as well as other banks affiliated with the Target Banks, with and into SunTrust Bank, Atlanta, has been duly approved by the respective Boards of Directors of the Target Banks and SunTrust Bank, Atlanta. The effective date and time for the mergers shall be January 1, 2000 at 12:01 a.m., Eastern Time (the "Effective Time").

2.

Name of Resulting Bank

SunTrust Bank, Atlanta will be the survivor of the mergers (the "Resulting Bank") and will operate under the name "SunTrust Bank".

3.

Main Office

The street address and county of the location of the main office of each of the Target Banks and SunTrust Bank, Atlanta are as follows:

EFFECTIVE DATE

1/1/2000

FILED

99 NOV 30 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 NOV 30 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Bank</u>	<u>Street Address</u>	<u>County</u>
SunTrust Bank, Atlanta	25 Park Place, N.E., Atlanta, GA 30303	Fulton
SunTrust Bank, East Central Florida	120 S. Ridgewood Ave., Daytona Beach, FL 32114	Volusia
SunTrust Bank, Gulf Coast	1777 Main Street, Sarasota, FL 34236	Sarasota
SunTrust Bank, Nature Coast	One E. Jefferson Street, Brooksville, FL 34601	Hernando
SunTrust Bank, North Central Florida	203 E. Silver Springs Blvd., Ocala, FL 34470	Marion
SunTrust Bank, Northwest Florida	3522 Thomasville Road, Tallahassee, FL 32308	Leon
SunTrust Bank, Southwest Florida	12751 New Brittany Blvd., Ft. Myers, FL 33907	Lee
SunTrust Bank, Tampa Bay	401 E. Jackson Street, Tampa, FL 33602	Hillsborough

4.

Registered Office

The registered agent and registered office of each of the Target Banks and SunTrust Bank, Atlanta are as follows:

<u>Bank</u>	<u>Registered Agent</u>	<u>Registered Office</u>
SunTrust Bank, Atlanta	John C. Hollister	25 Park Place, N.E. Atlanta, GA 30303
SunTrust Bank, East Central Florida	Robert F. Barnett	120 S. Ridgewood Avenue Daytona Beach, FL 32114
SunTrust Bank, Gulf Coast	Christopher Narvaez	1777 Main Street Sarasota, FL 34236
SunTrust Bank, Nature Coast	David T. Alberson	1 East Jefferson Street Brooksville, FL 34601
SunTrust Bank, North Central Florida	Ms. Lee Marshall	203 E. Silver Springs Boulevard Ocala, FL 34470
SunTrust Bank, Northwest Florida	Ms. Mickey Tener	220 West Garden Street Pensacola, FL 32501
SunTrust Bank, Southwest Florida	Douglas Waldorf	12751 New Brittany Boulevard Fort Myers, FL 33907
SunTrust Bank, Tampa Bay	Thomas A. Mann, II	401 E. Jackson Street Tampa, FL 33602

5.

Approval of the Plan

(a) The Plan was approved by SunTrust Banks of Georgia, Inc., the sole shareholder of SunTrust Bank, Atlanta by written consent action dated September 21, 1999.

(b) The Plan was approved by SunTrust Banks of Florida, Inc., the sole shareholder of SunTrust Bank, East Central Florida; SunTrust Bank, Gulf Coast; SunTrust Bank, Nature Coast; SunTrust Bank, North Central Florida; SunTrust Bank, Northwest Florida; SunTrust Bank, Tampa Bay; and SunTrust Bank, Southwest Florida, by written consent action dated September 28, 1999.

6.

Initial Board of Directors

The names and addresses of the initial directors of the Resulting Bank are as follows:

J. Hyatt Brown
220 S. Ridgewood Avenue
Daytona Beach, FL 32114

Alston D. Correll
133 Peachtree Street, N.E., 51st Floor
Atlanta, GA 30303

A. W. Dahlberg
270 Peachtree Street, N.W., Suite 2200
Atlanta, GA 30303

David H. Hughes
20 North Orange Avenue, Suite 200
Orlando, FL 32802

L. Phillip Humann
303 Peachtree Street, N.E.
Atlanta, GA 30308

M. Douglas Ivester
One Coca-Cola Plaza, North Tower
Atlanta, GA 30313

Summerfield K. Johnston, Jr.
2500 Windy Ridge Parkway
Atlanta, GA 30339

Joseph L. Lanier, Jr.
P.O. Box 610
West Point, GA 31833

Frank E. McCarthy
8400 Westpark Drive
McLean, VA 22102

G. Gilmer Minor, III
4800 Cox Road
Glen Allen, VA 23060-6292

Larry L. Prince
2999 Circle 75 Parkway
Atlanta, GA 30339

Scott L. Probasco, Jr.
736 Market Street
Chattanooga, TN 37402

R. Randall Rollins
2170 Piedmont Road, N.E.
Atlanta, GA 30324

Frank S. Royal, M.D.
1122 North 25th Street
Richmond, VA 23223

Richard G. Tilghman
919 East Main Street
Richmond, VA 23219

James B. Williams
25 Park Place, N.E.
Atlanta, GA 30303

7.

Articles of Incorporation

The Articles of Incorporation of the Resulting Bank shall be the Articles of Incorporation of SunTrust Bank, Atlanta in effect immediately before the Effective Time, except the name of the Resulting Bank shall be changed to "SunTrust Bank."

IN WITNESS WHEREOF, the Target Banks and SunTrust Bank, Atlanta have caused these Articles of Merger to be executed by their duly authorized officers and their bank seals to be hereunto affixed this 2nd day of November, 1999.

SUNTRUST BANK, ATLANTA

By: Robert R. Long
Robert R. Long
Title: Chairman & President
Chairman and President

Attest: Harold Bitler
Harold Bitler
Title: Senior Vice President
Senior Vice President
[BANK SEAL]

SUNTRUST BANK, EAST CENTRAL FLORIDA

By: _____
Title: _____

Attest: _____
Title: _____
[BANK SEAL]

SUNTRUST BANK, GULF COAST

By: _____
Title: _____

Attest: _____
Title: _____
[BANK SEAL]

SUNTRUST BANK, NATURE COAST

By: _____
Title: _____

Attest: _____
Title: _____
[BANK SEAL]

SUNTRUST BANK, NORTH CENTRAL FLORIDA

By: _____
Title: _____

Attest: _____
Title: _____
[BANK SEAL]

IN WITNESS WHEREOF, the Target Banks and SunTrust Bank, Atlanta have caused these Articles of Merger to be executed by their duly authorized officers and their bank seals to be hereunto affixed this 2nd day of November, 1999.

SUNTRUST BANK, ATLANTA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, EAST CENTRAL FLORIDA

By: William H. Davison
William H. Davison

Attest: Jeffrey D. Blass
Jeffrey D. Blass

Title: Chairman, President & CEO

Title: Senior Executive Vice President & COO

[BANK SEAL]

SUNTRUST BANK, GULF COAST

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NATURE COAST

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NORTH CENTRAL FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

IN WITNESS WHEREOF, the Target Banks and SunTrust Bank, Atlanta have caused these Articles of Merger to be executed by their duly authorized officers and their bank seals to be hereunto affixed this 2nd day of November, 1999.

SUNTRUST BANK, ATLANTA

By: _____ Attest: _____
Title: _____ Title: _____
[BANK SEAL]

SUNTRUST BANK, EAST CENTRAL FLORIDA

By: _____ Attest: _____
Title: _____ Title: _____
[BANK SEAL]

SUNTRUST BANK, GULF COAST

By: William R. Klich
Title: Chairman & CEO
Attest: Ray L. Sandhagen
Title: President & COO
[BANK SEAL]

SUNTRUST BANK, NATURE COAST

By: _____ Attest: _____
Title: _____ Title: _____
[BANK SEAL]

SUNTRUST BANK, NORTH CENTRAL FLORIDA

By: _____ Attest: _____
Title: _____ Title: _____
[BANK SEAL]

IN WITNESS WHEREOF, the Target Banks and SunTrust Bank, Atlanta have caused these Articles of Merger to be executed by their duly authorized officers and their bank seals to be hereunto affixed this 2nd day of November, 1999.

SUNTRUST BANK, ATLANTA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, EAST CENTRAL FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, GULF COAST

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NATURE COAST

By: James H. Kimbrough

James H. Kimbrough

Title: Chairman & CEO

Attest: David T. Alberson

David T. Alberson

Title: Executive Vice President & Sec

[BANK SEAL]

SUNTRUST BANK, NORTH CENTRAL FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

IN WITNESS WHEREOF, the Target Banks and SunTrust Bank, Atlanta have caused these Articles of Merger to be executed by their duly authorized officers and their bank seals to be hereunto affixed this 2nd day of November, 1999.

SUNTRUST BANK, ATLANTA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, EAST CENTRAL FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, GULF COAST

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NATURE COAST

By: _____

Attest: _____


Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NORTH CENTRAL FLORIDA

By: 
James E. Sproull, Jr.

Attest: 
William H. Evans

Title: President

Title: Chairman and CEO

[BANK SEAL]

SUNTRUST BANK, NORTHWEST FLORIDA

By: David B. Ramsay
David B. Ramsay
Title: CEO AND CHAIRMAN OF THE BOARD

Attest: J. Kenneth Stafford
J. Kenneth Stafford
Title: VICE CHAIRMAN

[BANK SEAL]

SUNTRUST BANK, SOUTHWEST FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, TAMPA BAY

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NORTHWEST FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, SOUTHWEST FLORIDA

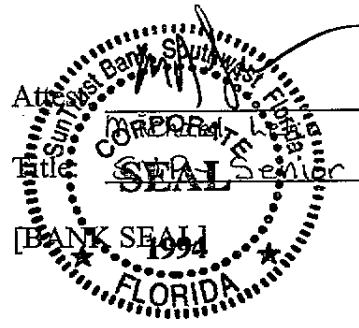
By: 
Charles K. Idelson

Attest: _____

Title: Chairman & CEO

Title: Senior Lender

[BANK SEAL]



SUNTRUST BANK, TAMPA BAY

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, NORTHWEST FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, SOUTHWEST FLORIDA

By: _____

Attest: _____

Title: _____

Title: _____

[BANK SEAL]

SUNTRUST BANK, TAMPA BAY

By:  _____

Carl F. Mentzer
Chairman & CEO

Title: _____

Attest:  _____

Robert W. Olson

Title: Sr. V.P. & Chief Financial Officer

[BANK SEAL]

Exhibit 1

PLAN OF MERGER

OF

SUNTRUST BANK, ALABAMA, N.A.; SUNTRUST BANK, AUGUSTA, N.A.; SUNTRUST BANK, CENTRAL FLORIDA, N.A.; SUNTRUST BANK, CHATTANOOGA, N.A.; SUNTRUST BANK, EAST CENTRAL FLORIDA; SUNTRUST BANK, EAST TENNESSEE, N.A.; SUNTRUST BANK, GULF COAST; SUNTRUST BANK, MIAMI, N.A.; SUNTRUST BANK, MID-FLORIDA, N.A.; SUNTRUST BANK, MIDDLE GEORGIA, N.A.; SUNTRUST BANK, NASHVILLE, N.A.; SUNTRUST BANK, NATURE COAST; SUNTRUST BANK, NORTH CENTRAL FLORIDA; SUNTRUST BANK, NORTH FLORIDA, N.A.; SUNTRUST BANK, NORTHEAST GEORGIA, N.A.; SUNTRUST BANK, NORTHWEST FLORIDA; SUNTRUST BANK, NORTHWEST GEORGIA, N.A.; SUNTRUST BANK, SAVANNAH, N.A.; SUNTRUST BANK, SOUTH CENTRAL TENNESSEE, N.A.; SUNTRUST BANK, SOUTH FLORIDA, N.A.; SUNTRUST BANK, SOUTH GEORGIA, N.A.; SUNTRUST BANK, SOUTHEAST GEORGIA, N.A.; SUNTRUST BANK, SOUTHWEST FLORIDA; SUNTRUST BANK, TAMPA BAY; AND SUNTRUST BANK, WEST GEORGIA, N.A. (THE "TARGET BANKS")

WITH AND INTO

SUNTRUST BANK, ATLANTA

I.

PREAMBLE

1.1 The Target Banks and SunTrust Bank, Atlanta are all indirect wholly owned subsidiaries of SunTrust Banks, Inc.

1.2 The merger of banks across state lines and the maintenance of interstate branches following the merger is authorized by Section 102 of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, Section 7-1-628.2 of the Official Code of Georgia Annotated and Section 658.2953 of the Florida Statutes. The intrastate merger of banks located within Georgia is authorized by Section 7-1-550 of the Official Code of Georgia Annotated.

1.3 SunTrust Banks, Inc. and each of the Target Banks and SunTrust Bank, Atlanta desire to take advantage of the efficiencies inherent in eliminating separate bank charters and operating one bank with interstate branches.

II.

THE MERGER

2.1 Merger

Subject to the terms and conditions of this Plan, at the Effective Time (as defined below), the Target Banks shall be merged with and into SunTrust Bank, Atlanta as authorized by Section 7-1-530 of the Financial Institutions Code of Georgia and in accordance with the provisions of Sections 7-1-531, 7-1-532, and 7-1-533 of the Financial Institutions Code of Georgia. SunTrust Bank, Atlanta shall be the surviving bank resulting from the mergers. At the Effective Time, the separate existence of the Target Banks shall cease. The Mergers shall be consummated pursuant to the terms of this Plan.

2.2 Effective Time

The Effective Time of the Mergers shall be as specified in the Articles of Merger.

2.3 Articles, Bylaws and Name

- (a) The Articles of Incorporation of the Surviving Bank shall be the Articles of Incorporation of SunTrust Bank, Atlanta in effect immediately prior to the Effective Time, except the name of the Surviving Bank shall be changed to "SunTrust Bank."
- (b) The Bylaws of SunTrust Bank, Atlanta in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Bank from and after the Effective Time until otherwise amended or repealed.
- (c) The name of the Surviving Bank shall be "SunTrust Bank".

2.4 Directors and Officers

The Directors and Senior Officers of the Surviving Bank at the Effective Time of the Mergers and until their successors have been elected or appointed and qualified shall be as listed on Exhibit A, attached hereto. All officers of SunTrust Bank, Atlanta and the Target Banks with the rank below Senior Vice President who are in office immediately prior to the Effective Time, together with such additional persons as may thereafter be appointed, shall continue to serve as officers of the Surviving Bank from and after the Effective Time in accordance with the Bylaws of the Surviving Bank.

2.5 Offices

The principal office of the Surviving Bank will be located at One Park Place, N.E., Atlanta, Georgia 30303. Immediately after the Effective Time, all branches of the Target Banks shall become branches of the Surviving Bank.

2.6 Existence, Rights, Franchises, Duties, Assets and Liabilities of the Surviving Bank

- (a) As of the Effective Time, the corporate existence of the Target Banks shall be merged into and continued in the Surviving Bank, and the Surviving Bank shall be deemed to be the same institution as the Target Banks and SunTrust Bank, Atlanta.
- (b) As of the Effective Time, all rights, franchises and interests of both the Target Banks and SunTrust Bank, Atlanta in and to every type of property (real, personal and mixed) and all choses in action of both the Target Banks and SunTrust Bank, Atlanta shall be transferred to and vested in the Surviving Bank without any deed or other transfer. The Surviving Bank, upon consummation of the mergers, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver and committee of estates of incompetent persons and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by either the Target Banks or SunTrust Bank, Atlanta at the Effective Time.
- (c) All liabilities and obligations of both the Target Banks and SunTrust Bank, Atlanta of every kind and description shall be assumed by the Surviving Bank, and the Surviving Bank shall be bound thereby in the same manner and to the same extent that the Target Banks and SunTrust Bank, Atlanta were so bound at the Effective Time.

III.

MANNER AND BASIS OF CONVERTING SHARES OF STOCK

3.1 All of the shares of SunTrust Bank, Atlanta issued and outstanding at the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Mergers.

3.2 Each share of the common stock of the Target Banks issued and outstanding at the Effective Time shall be cancelled, without any action on the part of the holders thereof.

IV.

APPROVALS

4.1 Shareholders

The sole shareholder of each of the Target Banks and SunTrust Bank, Atlanta shall approve the Mergers prior to consummation of the Mergers.

4.2 Regulatory Approvals

The transactions contemplated by this Plan may not be consummated unless (a) the Georgia Department of Banking and Finance shall have approved the Mergers and shall have issued all other necessary authorizations and approvals for the Mergers; (b) the Board of Governors of the Federal Reserve System, acting either directly or through delegated authority, and any other appropriate federal regulatory agency shall have approved the Mergers and shall have issued all other necessary authorizations and approvals for the Mergers, and any statutory waiting period shall have expired; and (c) the applicable state banking Departments shall have been notified of the Mergers and shall have received all required information.

V.

TERMINATION AND AMENDMENT

5.1 Termination

This Plan may be terminated by the consent of all of the Target Banks and SunTrust Bank, Atlanta at any time prior to the Effective Time; provided, however, that any Target Bank may withdraw from this Plan by the unilateral action of a majority of the directors of such Target Bank and this Plan shall thereafter be terminated only with respect to that Target Bank, but shall continue in full force and effect with respect to all other Target Banks and SunTrust Bank, Atlanta.

5.2 Amendments

To the extent permitted by law, this Plan may be amended by a subsequent writing signed by each of the Target Banks and SunTrust Bank, Atlanta.

* * * * *

Exhibit A to Plan of Merger

Directors of Surviving Bank

J. Hyatt Brown	Frank E. McCarthy
Alston D. Correll	G. Gilmer Minor, III
A. W. Dahlberg	Larry L. Prince
David H. Hughes	Scott L. Probasco, Jr.
L. Phillip Humann	R. Randall Rollins
M. Douglas Ivester	Frank S. Royal, M.D.
Summerfield K. Johnston, Jr.	Richard G. Tilghman
Joseph L. Lanier, Jr.	James B. Williams

Senior Officers of Surviving Bank

<u>Name</u>	<u>Title</u>
L. Phillip Humann	Chairman, President and Chief Executive Officer
Richard G. Tilghman	Vice Chairman and Executive Vice President
John W. Spiegel	Executive Vice President and Chief Financial Officer
John W. Clay, Jr.	Executive Vice President
Sam O. Franklin III	Executive Vice President
Theodore J. Hoepner	Executive Vice President
Robert R. Long	Executive Vice President
E. Jenner Wood, III	Executive Vice President

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

DOCKET NUMBER : 000030647/61233
CONTROL NUMBER: J715952
EFFECTIVE DATE: 01/01/2000
REFERENCE : 0077
PRINT DATE : 01/01/2000
FORM NUMBER : 402

MARGARET U. HODGSON
SUNTRUST BANKS, INC.
P.O. BOX 4418, MAIL CODE 643-SP
ATLANTA, GEORGIA 30302-4418

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Georgia Law certifying the filing of articles or a certificate of merger, fees and required statutory approval regarding the merger of the below entities, effective as of the date shown above.

Surviving or Acquiring Entity:
SUNTRUST BANK, ATLANTA
Atlanta, Fulton County, Georgia

Changing its name to:
SUNTRUST BANK

Nonsurviving Entity/Entities:
SUNTRUST BANK, ALABAMA, NATIONAL ASSOCIATION
SUNTRUST BANK, CENTRAL FLORIDA, NATIONAL ASSOCIATION
SUNTRUST BANK, EAST CENTRAL FLORIDA
SUNTRUST BANK, GULF COAST
SUNTRUST BANK, MIAMI, NATIONAL ASSOCIATION
SUNTRUST BANK, MID-FLORIDA, NATIONAL ASSOCIATION



Cathy Cox
Secretary of State

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

DOCKET NUMBER : 000030647
CONTROL NUMBER : J715952
EFFECTIVE DATE : 01/01/2000
REFERENCE : 0077
PRINT DATE : 01/06/2000
FORM NUMBER : 402

CERTIFICATE OF MERGER CONT'D

SUNTRUST BANK, NATURE COAST
SUNTRUST BANK, NORTH CENTRAL FLORIDA
SUNTRUST BANK, NORTH FLORIDA, NATIONAL ASSOCIATION
SUNTRUST BANK, NORTHWEST FLORIDA
SUNTRUST BANK, SOUTH FLORIDA, NATIONAL ASSOCIATION
SUNTRUST BANK, SOUTHWEST FLORIDA
SUNTRUST BANK, TAMPA BAY
SUNTRUST BANK, AUGUSTA, NATIONAL ASSOCIATION
SUNTRUST BANK, MIDDLE GEORGIA, NATIONAL ASSOCIATION
SUNTRUST BANK, NORTHEAST GEORGIA, NATIONAL ASSOCIATION
SUNTRUST BANK, NORTHWEST GEORGIA, NATIONAL ASSOCIATION
SUNTRUST BANK, SAVANNAH, NATIONAL ASSOCIATION
SUNTRUST BANK, SOUTH GEORGIA, NATIONAL ASSOCIATION
SUNTRUST BANK, SOUTHEAST GEORGIA, NATIONAL ASSOCIATION
SUNTRUST BANK, WEST GEORGIA, NATIONAL ASSOCIATION
SUNTRUST BANK, CHATTANOOGA, NATIONAL ASSOCIATION
SUNTRUST BANK, EAST TENNESSEE, NATIONAL ASSOCIATION
SUNTRUST BANK, NASHVILLE, NATIONAL ASSOCIATION
SUNTRUST BANK, SOUTH CENTRAL TENNESSEE, NATIONAL ASSOCIATION