

SunTrust Banks, Inc.
GA-Atlanta-0643
Post Office Box 4418
Atlanta, Georgia 30302
Tel 404.588.8522
Fax 404.724.3550
margy.hodgson@suntrust.com

Margaret U. Hodgson
First Vice President and
Senior Attorney

FILED

SUNTRUST

F99000005073

VIA OVERNIGHT DELIVERY

00 NOV 28 AM 10:35

STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

November 27, 2000

Florida Department of State
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

400003479174--5
-11/29/00--01008--001
*****70.00 *****70.00

Re: Merger of SunTrust Service Corporation with and into SunTrust Bank

Dear Sir or Madam:

Please find enclosed the following items in connection with the merger of SunTrust Service Corporation, a Florida corporation, into SunTrust Bank, a Georgia banking corporation:

1. Original Articles of Merger and one copy; and
2. Check in the amount of \$70.00 made payable to the Florida Department of State for the filing fee.

Please note that the Plan of Merger which is attached to the Articles of Merger also includes the Merger of three other Georgia corporations into SunTrust Bank. These other three Georgia corporations are not included in the enclosed Articles of Merger since none of them are Florida corporations.

We would like this merger to be effective on January 1, 2001. Please stamp the extra copy of the Articles of Merger and return it to me. If you have any questions or need any further information, please let me know.

EFFECTIVE DATE
01-01-01

Sincerely,

Merger
12-7-00
MHS

Margy Hodgson

Margaret U. Hodgson

MUH/glp

Copy to: David Williams

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNTRUST SERVICE CORPORATION, a Florida corporation, 406267

into

SUNTRUST BANK, a Georgia entity F99000005073

File date: November 29, 2000 , effective January 1, 2001

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
SUNTRUST SERVICE CORPORATION
WITH AND INTO
SUNTRUST BANK**

FILED
00 NOV 28 AM 10:35
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, SunTrust Bank, a banking corporation organized and existing under the laws of the State of Georgia ("SunTrust Bank") and SunTrust Service Corporation, a corporation organized and existing under the laws of the State of Florida ("STSC"), adopt the following Articles of Merger:

1.

SunTrust Bank and STSC are merging in accordance with a Plan of Merger, which is attached as Exhibit A and is hereby incorporated herein by reference. The surviving corporation is SunTrust Bank, a Georgia banking corporation.

2.

The effective date and time of the merger shall be January 1, 2001, at 12:01 a.m., Eastern Time.

3.

The Plan of Merger was approved by the sole shareholder of SunTrust Bank by written consent on September 1, 2000.


4.

The Plan of Merger was approved by the sole shareholder of STSC by written consent on September 1, 2000.

IN WITNESS WHEREOF, SUNTRUST BANK and STSC have caused their duly authorized officers to execute these Articles of Merger as of the 15th day of September, 2000.

SUNTRUST BANK

SUNTRUST SERVICE CORPORATION

By: 
L. Phillip Humann

By: 
Robert C. Whitehead

Title: Chairman of the Board, President
and Chief Executive Officer

Title: President and Chief Executive
Officer

EFFECTIVE DATE
01-01-01

Exhibit A

PLAN OF MERGER

OF

STI TRUST & INVESTMENT OPERATIONS, INC.

and

SUNTRUST SERVICE CORPORATION

and

SUNTRUST INTERNATIONAL SERVICES, INC.

and

SUNTRUST ONLINE, INC.

WITH AND INTO

SUNTRUST BANK

I.

PREAMBLE

1.1 STI Trust & Investment Operations, Inc. ("STITIO"), SunTrust International Services, Inc. ("International") and SunTrust Online, Inc. ("STOLI") are wholly owned subsidiaries of SunTrust Banks, Inc. and SunTrust Bank is an indirect wholly owned subsidiary of SunTrust Banks, Inc. SunTrust Service Corporation ("STSC") is a wholly owned subsidiary of SunTrust Bank. STITIO, International, STOLI and STSC are collectively referred to herein as the "Affiliates".

1.2 Immediately prior to the Effective Time (as defined below), SunTrust Banks, Inc. will contribute all the shares of stock of STITIO, International and STOLI to its wholly owned subsidiary, SunTrust Bank Holding Company, and SunTrust Bank Holding Company will immediately contribute all the stock of STITIO, International and STOLI to SunTrust Bank. Therefore, immediately prior to the Effective Time, all the Affiliates will be wholly-owned subsidiaries of SunTrust Bank.

1.3 The Affiliates and SunTrust Bank desire to take advantage of the efficiencies inherent in eliminating separate charters and operating as one entity.

II.

THE MERGER

2.1 Merger

Subject to the terms and conditions of this Plan, at the Effective Time (as defined below), the Affiliates shall be merged with and into SunTrust Bank as authorized by Section 7-1-532 of the Financial Institutions Code of Georgia and Section 607.1101 of the Florida Business Corporation Act. SunTrust Bank shall be the surviving entity resulting from the mergers. At the Effective Time, the separate existence of the Affiliates 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 in effect immediately prior to the Effective Time.
- (b) The Bylaws of SunTrust Bank 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 Officers of the Surviving Bank shall be the Directors and Officers of SunTrust Bank holding such positions immediately prior to the Effective Time.

2.5 Offices

The principal office of the Surviving Bank will be located at 303 Peachtree St., N.E., Atlanta, Georgia 30308. The Affiliates currently share office space with the Surviving Bank. Therefore, immediately after the Effective Time, all branches of the Affiliates shall remain 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 Affiliates shall be merged into and continued in the Surviving Bank, and the Surviving Bank shall be deemed to be the same institution as the Affiliates and SunTrust Bank.
- (b) As of the Effective Time, all rights, franchises and interests of both the Affiliates and SunTrust Bank in and to every type of property (real, personal and mixed) and all choses in action of the Affiliates and SunTrust Bank 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 Affiliates or SunTrust Bank at the Effective Time.
- (c) All liabilities and obligations of the Affiliates and SunTrust Bank 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 Affiliates and SunTrust Bank 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 issued and outstanding at the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger.

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

IV.

APPROVALS

4.1 Shareholders

The sole shareholder of each of the Affiliates and SunTrust Bank shall approve the Merger prior to consummation of the Merger.

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 Merger and shall have issued all other necessary authorizations and approvals for the Merger; and (b) the Federal Deposit Insurance Corporation and any other appropriate federal regulatory agency shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger, and any statutory waiting period shall have expired.

V.

TERMINATION AND AMENDMENT

5.1 Termination

This Plan may be terminated as to any particular merger by the consent of the respective Affiliates and SunTrust Bank at any time prior to the Effective Time.

5.2 Amendments

To the extent permitted by law, this Plan may be amended by a subsequent writing signed by the Affiliates and SunTrust Bank.

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