

James T. Elliott
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August 20, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please find the appropriate documentation regarding the dissolution of BancTrust Mortgage Corporation and BancTrust Mortgage Partners. Attached you will find the following:

Articles of Dissolution of BancTrust Mortgage Corporation
Statement of Dissolution for Partnership
Cancellation of Partnership Agreement

Please do not hesitate to call should you require any additional information.

Sincerely,



James T. Elliott

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

OF

BANCTRUST MORTGAGE CORPORATION

BANCTRUST MORTGAGE CORPORATION, a Florida corporation (the "Corporation"), by its president, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporation Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation:

BANCTRUST MORTGAGE CORPORATION

2. The dissolution of the Corporation was authorized by the sole Director of the Corporation by written consent as of the 20th day of August, 1998 and approved by the sole shareholder of the Corporation by written consent as of the 20th day of August, 1998.
3. The number of votes cast by the Corporation's shareholders in favor of dissolution of the Corporation was sufficient for approval of the action authorizing such dissolution.
4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the President has executed these Articles of Dissolution, as of this 20th day of August, 1998.

BANCTRUST MORTGAGE CORPORATION

By: 

JAMES T. ELLIOTT
PRESIDENT