

SunTrust Banks, Inc.
Mail Code 643 SP
303 Peachtree Street, N.E.
29th Floor, Suite 2950
Atlanta, GA 30308
Tel 404/588-8586
Fax 404/724-3550

305557

Pamela J. Croxton, CLA
Certified Legal Assistant

SUNTRUST

September 17, 2002

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

600007826686--7
-09/18/02--01042--006
*****70.00 *****70.00

Re: Articles of Merger of SunTrust Properties, Inc. with and into
SunTrust Bank Holding Company
TO BE EFFECTIVE SEPTEMBER 30, 2002

Dear Sir or Madam:

In connection with the merger of SunTrust Properties, Inc., a Florida corporation, with and into SunTrust Bank Holding Company, a Florida corporation, please find enclosed the following:

1. The original and one counterpart of the signed Articles with Plan of Merger; and
2. A check in the amount of \$70.00 made payable to the Florida Department of State.

Please note that there is a delayed effective date and time of September 30, 2002 at 11:59 p.m., Eastern Standard Time.

After the original Articles and Plan have been filed with the Florida Department of State, please stamp the extra copies of the Articles and Plan of Merger and return them to me in the enclosed pre-addressed stamped envelope. If you have any questions, please feel free to call me at the telephone number listed above. Thank you for your consideration.

Sincerely,

Pamela J. Croxton

Pamela J. Croxton

9/25/02
merger

ef

EFFECTIVE DATE

9/30/02

02 SEP 18 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

\pj

Attachments

cc: Margaret U. Hodgson, Esq.
Mr. Jorge Arrieta
Ms. Donna Hall

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SUNTRUST PROPERTIES, INC., a Florida corporation, G37154

INTO

SUNTRUST BANK HOLDING COMPANY, a Florida entity, 305557.

File date: September 18, 2002 , effective September 30, 2002

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
SUNTRUST PROPERTIES, INC.,
a Florida profit corporation
AND
SUNTRUST BANK HOLDING COMPANY,
a Florida profit corporation

FILED

02 SEP 18 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/30/02

Preamble

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

I.

Surviving Corporation

The name and jurisdiction of the surviving corporation is SunTrust Bank Holding Company, a corporation organized and existing under the laws of the State of Florida (the "Company").

II.

Merging Corporation

The name and jurisdiction of the merging corporation is SunTrust Properties, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation").

III.

Plan of Merger

The Company and the Corporation are merging in accordance with a Plan of Merger, which is attached as Exhibit A and is incorporated herein by reference.

IV.

Effective Time

The merger shall become effective on September 30, 2002 at 11:59 p.m., Eastern Standard Time.

V.

Adoption of Merger by Surviving Corporation

The Plan of Merger was adopted by the sole shareholder of the Company by written consent on August 29, 2002.

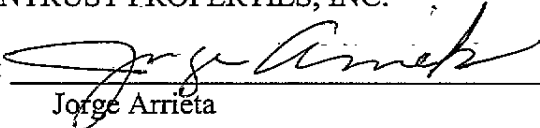
VI.

Adoption of Merger by Merging Corporation

The Plan of Merger was adopted by the sole shareholder of the Corporation by written consent on August 29, 2002.

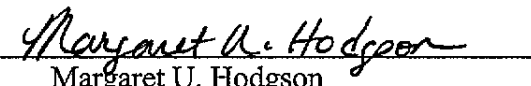
IN WITNESS WHEREOF, the Company and the Corporation have caused their duly authorized officers to execute these Articles of Merger on the 17th day of September 2002.

SUNTRUST PROPERTIES, INC.

By: 
Jorge Arrieta

Title: President

SUNTRUST BANK HOLDING COMPANY

By: 
Margaret U. Hodgson

Title: Vice President

Exhibit A

**PLAN OF MERGER
OF
SUNTRUST PROPERTIES, INC.,
a Florida profit corporation,
WITH AND INTO
SUNTRUST BANK HOLDING COMPANY,
a Florida profit corporation**

Preamble

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S.

I.

Surviving Corporation

The name and jurisdiction of the surviving corporation is SunTrust Bank Holding Company, a corporation organized and existing under the laws of the State of Florida (the "Company").

II.

Merging Corporation

The name and jurisdiction of the merging corporation is SunTrust Properties, Inc., a corporation organized and existing under the laws of the State of Florida (the "Properties").

III.

Terms and Conditions of Merger

The terms and conditions of the merger are as follows:

Properties shall be merged (the "Merger") with and into the Company at the Effective Time (as hereinafter defined) in accordance with the Florida Business Corporation Act. At the Effective Time, the separate existence of Properties shall cease and the Company shall be the surviving entity (the "Surviving Corporation"), and that such Merger shall constitute a reorganization in accordance with the requirements set forth in §368(a) of the Internal Revenue Code.

IV.

Manner and Basis of Converting Shares

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Properties has authorized capital stock consisting of 7,500 shares of common stock, \$1.00 par value, of which 5,000 are issued and outstanding (the "Properties Stock") and owned by SunTrust Banks, Inc. The Company has authorized capital stock consisting of 20,000 shares of common stock, \$1.00 par value, of which 10,000 are issued and outstanding (the "Company Stock") and owned by SunTrust Banks, Inc. Neither Properties nor the Company has granted any rights to acquire additional shares of common stock.

All of the shares of the Company Stock issued and outstanding at the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger. Additionally, each share of the Properties Stock issued and outstanding immediately prior to the Effective Time shall be cancelled, without any action on the part of the holder thereof.

V.

Articles of Incorporation

The Articles of Incorporation of the Company as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until otherwise amended or repealed.

VI.

Bylaws

The Bylaws of the Company in effect at the Effective Time shall be the Bylaws of the Surviving Corporation from and after the Effective Time until otherwise amended or repealed.

VII.

Officers and Directors

The Officers and Directors of the Company at the Effective Time shall continue as the Officers and Directors of the Surviving Corporation in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

VIII.

Effective Time

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

IX.

Termination and Amendments

This Plan may be terminated by the consent of the Company and Properties at any time prior to the Effective Time. To the extent permitted by law, this Plan may be amended by a subsequent writing signed by an authorized officer of each of the Company and Properties.

X.

Abandonment

This Plan of Merger may be abandoned upon the consent of the sole shareholder of the Company and Properties at any time prior to the Effective Time.