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DATE: JULY 15, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge
diss

TYPE OF FILING
ARTICLES OF DISSOLUTION

FILED
99 JUL 16 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002932584-8

CORPORATE NAME

REPUBLIC BANKING CORPORATION OF FLORIDA

SPECIAL INSTRUCTIONS:

PLEASE RETURN 1 CERTIFIED COPY

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**ARTICLES OF DISSOLUTION
OF
REPUBLIC BANKING CORPORATION OF FLORIDA**

99 JUL 16 PM 2:02
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

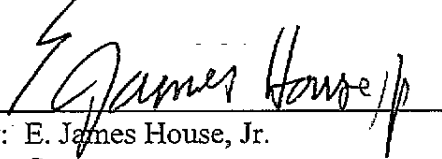
Pursuant to Section 607.1403 of the Florida Business Corporation Act (the "FBCA"), Republic Banking Corporation of Florida ("Republic"), a corporation organized and existing under the laws of the State of Florida, hereby executes the following Articles of Dissolution:

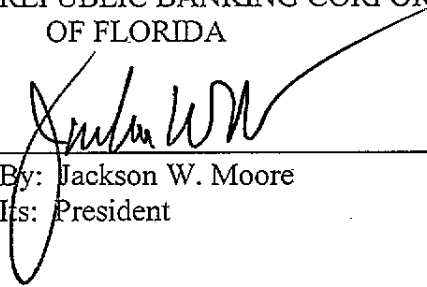
1. The name of the corporation is Republic Banking Corporation of Florida.
2. The dissolution of Republic (the "Dissolution") is to become effective at 2:02 P.M. Eastern Time on July 16, 1999.
3. The Dissolution was authorized by the unanimous written consent of the sole shareholder of Republic, dated July 16, 1999, pursuant to Section 607.1402(b)(6) of the FBCA.
4. Each of the undersigned officers of Republic acknowledges and certifies that he or she has read the information contained herein and the same is true and correct to the best of the undersigned's knowledge and belief.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be executed in its name by its duly authorized officer and attested by its secretary or assistant secretary as of this 16th day of July, 1999.

ATTEST:

REPUBLIC BANKING CORPORATION
OF FLORIDA


By: E. James House, Jr.
Its: Secretary


By: Jackson W. Moore
Its: President