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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Wachovia Bank, N.A. Palmetto Center 1426 Main Street Columbia, South Carolina 29226

September 12, 2000

## BY AIRBORNE EXPRESS MAIL

Secretary of State State of Florida Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Articles of Dissolution for Wachovia Corporation of Florida

Document #3397776

Dear Sir or Madam:

Enclosed for filing please find the original and two copies of the Articles of Dissolution for Wachovia Corporation of Florida, along with a check in the amount of \$35.00 for the filing fee. If you would please return one filed copy to me in the envelope provided, I would be most appreciative.

Should you have any questions, please call Carla C. Bretz at (803) 765-4472, or myself at the number below. Thank you for your assistance.

Sincerely yours,

T. Parkin Hunter

Counsel

Direct Dial #(803) 765-4045

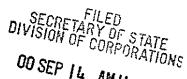
/ccb

Enclosure

Note: Carla Bretz gave Outhorization to Correct the date of adoption.

Uoldis
9/21/00

## ARTICLES OF DISSOLUTION



Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

F1RS1: The name of the corporation is: wachovia Corporation of Florida
SECOND: The date dissolution was authorized: Sept. 1, 2000
THIRD: Adoption of Dissolution (CHECK ONE)
<ul> <li>Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.</li> <li>Dissolution was approved by vote of the shareholders through voting groups.</li> </ul>
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:
The number of votes cast for dissolution was sufficient for approval by
(voting group)
Signed this 8th day of September, 2000.
Signature
T. Parkin Hunter (Typed or printed name)
Secretary (Title)