

457730  
TOTALBANK  
Your Personal Bank

December 24, 1996

Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

600002038406--5  
-12/26/96--01041-004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

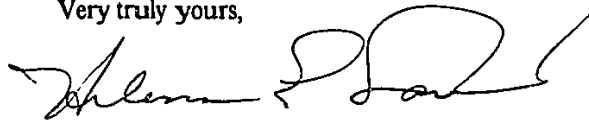
Attn: Amendments

Dear Sir:

Enclosed herein you will please find our check # 112577, in the amount of \$35.00 along with Articles of Dissolution for Totalbank Corporation of Florida. Please file this no later than December 31st, 1996.

Thank you in advance for your cooperation in this matter.

Very truly yours,



HELENA E. GARCIA,  
Secretary for General Counsel

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96 DEC 26 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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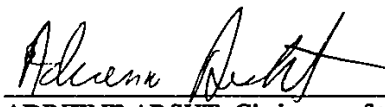
**ARTICLES OF DISSOLUTION**

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96 DEC 26 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

- FIRST: The name of the corporation is:  
**TOTALBANK CORPORATION OF FLORIDA.**
  
- SECOND: The dissolution was authorized on **MARCH 27, 1996.**
  
- THIRD: The dissolution was authorized by the shareholders, of which there is only one class, at a vote where the number of votes cast was sufficient for approval
  
- FOURTH: **THIS DISSOLUTION SHALL TAKE EFFECT (EVEN THOUGH THESE ARTICLES MAY BE FILED WITH THE SECRETARY OF STATE EARLIER) ON DECEMBER 31, 1996 AT 11:59 P.M.**

Signed this 23rd day of December, 1996.

Signature   
ADRIENE ARSHT, Chairman of the Board