

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Corporation(s) Name

Huntington LT, a Business Trust

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JUL 30 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark Trust
<input type="checkbox"/> LLC		<input type="checkbox"/> Company
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input checked="" type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

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4:00
6-30-00

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Melanie Strickland

Barbara Nordberg
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 7-11-00
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RECEIVED
00 JUN 30 PM 12:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Thank You!

T. SMITH JUL 12 2000

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Huntington LT, a Business Trust

A DECLARATION OF TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of Huntington LT, a Business Trust, a
(Name of Trust)

Delaware business Trust hereby affirms in order to file or qualify
(State)

Huntington LT, a Business Trust, in the State of Florida
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 41 South High Street, HC0640
Columbus, Ohio 43287

3. The registered agent and street address in the State of Florida are:
CT Corporation System

1200 South Pine Island Road, Plantation, Florida 33324

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

Naseem A. Conde

(Signature of Registered Agent)

Naseem A. Conde, Special Assistant Secretary

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

HNB I LLC, as the true and lawful attorney-
in-fact for and on behalf of Huntington LT,
a Delaware business trust

Steven A. Hinshaw
Name: Steven A. Hinshaw
Title: Vice President

Jean L. Price
Name:



NOTARY

FILED
00 JUN 30 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRUST AGREEMENT

This Trust Agreement, dated as of April 1, 2000 (the "Agreement"), is among HNB I LLC, a Delaware limited liability company, as grantor and initial beneficiary (in such capacity, the "Grantor" and the "Initial Beneficiary", respectively), U.S. Bank Trust National Association, a national banking association, as trustee (the "Managing Trustee") and Christiana Bank & Trust Company, a Delaware banking corporation, as Delaware trustee (the "Delaware Trustee," and together with the Managing Trustee, the "Trustees").

In consideration of the mutual agreements herein contained, and of other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

1. Creation. There is hereby formed, in accordance with the Delaware Business Trust Act (12 Del C. §3801 et seq.) (the "Delaware Act"), a trust to be known as Huntington LT (the "Trust"), in which name the Managing Trustee may engage in the activities of the Trust, make and execute contracts and other instruments on behalf of the Trust, and sue and be sued. The parties hereto intend that the Trust be a business trust under the Delaware Act and that this Agreement shall constitute the governing instrument of the Trust. Effective as of the date hereof, the Trustees shall have all rights, powers and authority set forth herein and in the Delaware Act with respect to accomplishing the purposes of the Trust. The Trustees shall file or cause to be filed a certificate of trust in accordance with Section 3810 of the Delaware Act. The Trustees, or any of them, are authorized to take such actions on behalf of the Trust as the Grantor or Initial Beneficiary may direct in writing from time to time.

2. Trust Assets. The Grantor hereby grants, conveys, transfers and assigns to the Trust, and the Managing Trustee hereby acknowledges receipt of, the sum of ten dollars (\$10.00) which sum shall be the initial assets of the Trust.

3. Indemnification of Trustee. Each Trustee shall be indemnified and held harmless by the Grantor with respect to any loss, liability, claim, damage or expense incurred by such Trustee arising out of or incurred in connection with the acceptance or performance by such Trustee of the trusts and duties contained in this Agreement; provided, however, that the Managing Trustee shall not be indemnified or held harmless as to any such loss, liability, claim, damage or expense incurred by reason of its willful misconduct, bad faith or negligence and the Delaware Trustee shall not be indemnified or held harmless as to any such loss, liability, claim, damage or expense incurred by reason of its willful misconduct, bad faith or gross negligence.

4. Resignation or Removal of Trustees. Neither Trustee may resign until a successor Trustee satisfactory to the Grantor and Initial Beneficiary has been appointed.

5. Counterparts. This Agreement may be executed in any number of counterparts, each of which so executed and delivered shall be deemed to be an original, but all of which counterparts shall together constitute but one and the same instrument.

6. Delaware Trustee. The Delaware Trustee has been appointed as a trustee of the Trust for the sole purpose of fulfilling the requirements of Section 3807(a) of the Delaware Act.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

HNB I LLC,
as Grantor and Initial Beneficiary

By: _____
Name: Nicholas G. Stanutz
Title: President

U.S. BANK TRUST NATIONAL ASSOCIATION
as Managing Trustee

By: _____
Name:
Title:

CHRISTIANA BANK & TRUST COMPANY,
as Delaware Trustee

By: _____
Name:
Title:

6. Delaware Trustee. The Delaware Trustee has been appointed as a trustee of the Trust for the sole purpose of fulfilling the requirements of Section 3807(a) of the Delaware Act.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

HNB I LLC,
as Grantor and Initial Beneficiary

By: _____
Name:
Title:

U.S. BANK TRUST NATIONAL ASSOCIATION
as Managing Trustee

By: Nancie J. Arvin
Name: NANCIE J. ARVIN
Title: VICE PRESIDENT

CHRISTIANA BANK & TRUST COMPANY,
as Delaware Trustee

By: _____
Name:
Title:

6. Delaware Trustee. The Delaware Trustee has been appointed as a trustee of the Trust for the sole purpose of fulfilling the requirements of Section 3807(a) of the Delaware Act.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers as of the day and year first above written.

HNB I LLC,
as Grantor and Initial Beneficiary

By: _____

Name:

Title:

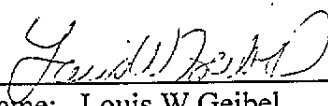
U.S. BANK TRUST NATIONAL ASSOCIATION
as Managing Trustee

By: _____

Name:

Title:

CHRISTIANA BANK & TRUST COMPANY,
as Delaware Trustee

By: 

Name: Louis W Geibel

Title: Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF
"HUNTINGTON LT", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF
APRIL, A.D. 2000, AT 8:30 O'CLOCK A.M.



3215586 8100

001201025



Edward J. Freel, Secretary of State

AUTHENTICATION: 0392078

DATE: 04-19-00

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 08:30 AM 04/19/2000
 001201025 - 3215586

Certificate of Trust of Huntington LT

THIS Certificate of Trust of Huntington LT (the "Trust") is being duly executed and filed by Christiana Bank & Trust Company, a Delaware banking corporation, as trustee, and U.S. Bank Trust National Association, a national banking association, as trustee, to form a business trust under the Delaware Business Trust Act (12 Del. Code, § 3801 et seq.) (the "Act").

1. Name. The name of the business trust formed hereby is Huntington LT.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is Christiana Bank & Trust Company, 3801 Kennett Pike, Greenville, Delaware 19807, Attention: Louis Geibel.
3. Effective Date. This Certificate of Trust shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Trust in accordance with Section 3811(a)(i) of the Act.

CHRISTIANA BANK & TRUST COMPANY,
 as Trustee

By: *Louis W. Geibel*

Name: Louis W. Geibel

Title: Vice Vice President

U.S. BANK TRUST NATIONAL ASSOCIATION
 as Trustee

By: *Nancie J. Arvin*

Name: NANCIE J. ARVIN

Title: VICE PRESIDENT

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 TALLAHASSEE, FLORIDA