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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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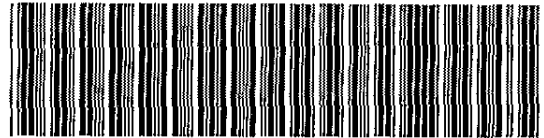
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06 FEB 20 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

SJ

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

505 20TH STREET NORTH

SUITE 1200 - FINANCIAL CENTER

BIRMINGHAM, AL 35203

(205) 226-5200

TELECOPIER (205) 226-5226

January 20, 2006

JOHN MILLER, III
DIRECT DIAL: (205) 226-5268
JohnMillerIII@mhsolaw.com

Florida Department of State
Division of Corporations, Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Filing for Foreign Profit Corporation, "The Bank"

To Whom it May Concern:

Please find enclosed with this letter the necessary forms and documentation to amend the certification for "The Bank" as a foreign profit corporation doing business in Florida. Because the transaction leading up to this amendment is not common, this letter is intended to serve as a brief explanation of what occurred. In the event that you have further questions or concerns, please do not hesitate to contact me at (205) 226-5268 or JohnMillerIII@mhsolaw.com.

In 2005, The Bank was acquired by a new owner. At that time, The Bank was a state-chartered bank doing business under the laws of Alabama. In late October of that year, The Bank converted from a state-chartered bank into a federal savings bank. This change means that it is no longer an Alabama business regulated by the State of Alabama. Instead, it is now a federally-chartered business subject to regulation by federal banking authorities. And finally, effective January 1, 2006, The Bank changed its name to Superior Bank.

In short, The Bank, an Alabama-regulated bank, is now Superior Bank, a federally chartered savings bank.

Thank you for your time and attention in this matter.

Sincerely,

John C. H. Miller, III

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2006

John C. H. Miller, III
Miller, Hamilton, Snider & Odom, L.L.C.
505 20th Street North, Ste. 1200 Fin Ctr
Birmingham, AL 35203

SUBJECT: THE BANK
Ref. Number: F00000003774

We have received your document for THE BANK . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation I am returning the documents originally submitted. The enclosed withdrawal application should be completed to withdraw the authority of the subject corporation which is no longer transacting business in Florida. No additional fees are required as \$35 is pending. A Certificate of Withdrawal will be issued when the withdrawal is filed.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 706A00008096

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

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254 STATE STREET
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(251) 432-1414
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GEORGE A. LEMAISTRE
(1911 - 1994)

LEWIS G. ODOM, JR., RETIRED

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*NOT ADMITTED IN ALABAMA
ATTORNEYS ALSO ADMITTED IN ARKANSAS, COLORADO, DISTRICT OF COLUMBIA,
FLORIDA, GEORGIA, ILLINOIS, LOUISIANA, MISSISSIPPI, TEXAS AND VIRGINIA

JOHN MILLER, III
TELEPHONE: (205) 226-5268
JohnMillerIII@mhsolaw.com

February 17, 2006

Ms. Susan Payne
Florida Department of State,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Bank / Superior Bank: F00000003774

Ms. Payne:

To follow up on our conversation of the morning of February 15, 2006, please insert the enclosed letter in the file that is kept concerning the withdrawal filing for "The Bank."

Further, we respectfully request that the electronic record for The Bank be changed so that the "Registered Agent" field in your database (1) explains that The Bank converted to a federal savings bank, and (2) directs attempts to serve process to the Office of Thrift Supervision.

A similar entry may be viewed under the Registered Agent field for Colonial Bank, F97000003442. Please note, however, that for The Bank, it is the Office of Thrift Supervision and not the Office of the Comptroller of the Currency that regulates its operations.

Sincerely,


John Miller, III

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

The Bank

(Name of Corporation)

F00000003774

(Document Number of Corporation (if known))

The State of Alabama

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

Superior Bank

17 North 20th Street

(Mailing Address)

Birmingham, AL 35203

(City/ State /Zip)

FILED
06 FEB 20 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Rick Gardner
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

February 16, 2006
(Date)

Rick Gardner

(Typed or printed name of person signing)

Chief Operating Officer

(Title of person signing)

FILING FEE \$35

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

254 STATE STREET
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TELEPHONE: (205) 226-5268

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February 17, 2006

Florida Department of State,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Bank / Superior Bank: F00000003774

To Whom It May Concern:

Please be advised that in October of 2005, The Bank, an Alabama-chartered bank with offices in Alabama and Florida, converted to a federal savings bank through its merger with a newly established interim federal savings bank also with the name The Bank. As a result of this conversion, The Bank relinquished its Alabama state charter and became subject to the supervision and regulation of the Office of Thrift Supervision ("OTS"), a division of the U.S. Department of the Treasury. Finally, effective January 1, 2006, The Bank changed its name to Superior Bank.

In short, The Bank, formerly an Alabama-chartered bank, is now Superior Bank, a federally chartered savings bank, subject to the supervision and regulation of the OTS. Inquiries for the OTS concerning Superior Bank should be directed to P.O. Box 105217, Atlanta, GA 30348-5217.