

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

REGIONS FINANCIAL CORPORATION

Certificate of Status	0
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FILED**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. SECRETARY OF STATE
TALLAHASSEE, FLORIDA1. Regions Financial Corporation(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 63-0589368

(FEI number, if applicable)

4. 02/13/2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 07/01/2004(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)7. 1417 North 20th Street, Birmingham, AL 35202

(Principal office address)

(Current mailing address)

8. Operation as a financial holding company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)Name: Corporation Service CompanyOffice Address: 1201 Rays StreetTallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Ann R. Shilling

(Registered agent's signature)

Ann R. Shilling, Asst. V.P.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

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Chairman: see attached rider

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. R. Alan
(Signature of Director or Officer listed in number 12 of the application)

14. R. Alan Deer, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDALIST OF OFFICERS & DIRECTORS FOR
REGIONS FINANCIAL CORPORATION

Names, business address* and title of Officers:

- | | |
|--------------------------|---|
| (1) Carl E. Jones, Jr. | Chairman and CEO |
| (2) Jackson W. Moore | President and CEO-Designate |
| (3) Richard D. Horsley | Vice Chairman and COO |
| (3) Allen B. Morgan, Jr. | Vice Chairman and Chairman of Morgan Keegan |
| (4) D. Bryan Jordan | CFO |
| (5) Robert A. Goethe | Chairman of Mortgage Banking |
| (6) Bobby L. Doxley | Senior Executive Vice President |
| (7) R. Alan Deer | Secretary and General Counsel |

* The business address for each officer is 417 North 20th Street, Birmingham, Alabama 35202.

Names and business address** of Directors:

- (1) James S.M. French
- (2) Margaret H. Greene
- (3) Richard D. Horsley
- (4) Carl E. Jones, Jr.
- (5) Susan W. Matlock
- (6) Allen B. Morgan, Jr.
- (7) Malcolm Porters
- (8) Jon W. Rotenstreich
- (9) W. Woodrow Stewart
- (10) Lee J. Stylinger III
- (11) John H. Watson
- (12) C. Kemmons Wilson, Jr.
- (13) Harry W. Witt
- (14) James E. Harwood
- (15) Lou Ann Poynter
- (16) Michael S. Starnes
- (17) Richard A. Trippier, Jr.
- (18) Albert M. Austin
- (19) George W. Bryan
- (20) Robert R. Waller, M.D.
- (21) Spence L. Wilson
- (22) Samuel W. Bartholomew, Jr.
- (23) Parnell S. Lewis, Jr.
- (24) Jackson W. Moore
- (25) Jorge M. Perez
- (26) John R. Roberts

**The business address of each director is 417 North 20th Street, Birmingham, Alabama 35202.

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Delaware

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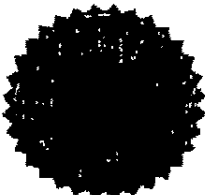
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REGIONS FINANCIAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REGIONS FINANCIAL CORPORATION" WAS INCORPORATED ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3456201

DATE: 11-04-04

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