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City State Zip Phone
CORPORATION(S) NAME

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AmSouth Bank of Alabama Corp.
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ROBERT F. MULLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 20, 1996

Michelle Bridges
Office of General Counsel
AmSouth Bank of Alabama
Law Department
Post Office Box 11007
Birmingham, AL 35268

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Dear Ms. Bridges:

Re: "AmSouth Bank of Alabama Corp."

Reference is made to our phone conversation of this date and your letterfax dated February 22, 1996, requesting approval of the above-referenced Florida corporate name which will be a wholly-owned subsidiary of AmSouth Bancorporation, a Delaware corporation.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 495-1111
Fax @ (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

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:

1. AmSouth Bank of Alabama Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Alabama

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

3. 63-0073530

(FBI number, if applicable)

4. July 8, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1900 Fifth Avenue North, Birmingham, Alabama 35203

(Current mailing address)

8. To originate and service mortgage and other loans in Florida

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Dale Morris

(Registered agent's signature) (Officer)

Dale W. Morris, Assistant Vice President

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. A. Lee Hardegree III
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. A. LEE HARDEGREE, III - VICE PRESIDENT/COUNSEL
(Typed or printed name and capacity of person signing application)

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**AMSOUTH BANK OF ALABAMA
DIRECTORS**

C. Dowd Ritter
President and Chief Executive Officer
1900 AmSouth-Sonata
Birmingham, Alabama 35203

Business: Banking

Home Address:
3805 Knollwood Drive
Birmingham, Alabama 35243

George W. Barber, Jr.
Chairman of the Board
Barber Dairies, Inc.
36 Barber Court
Birmingham, Alabama 35209

Business: Dairy Products

Home Address:
2173 Crest Road
Birmingham, Alabama 35209

William J. Cabaniss, Jr.
President
Precision Grinding Inc
P.O. Box 19925
Birmingham, Alabama 35219

Business: Machine Grinding

Home Address:
3812 Forest Glen Drive
Birmingham, Alabama 35213

James I. Harrison, Jr.
President and Chief Executive Officer
Harco, Inc.
3925 Rice Mine Road, N.E.
Tuscaloosa, Alabama 35406

Business: Retail Drug Store Chains

Home Address:
29 Arcadia Drive
Tuscaloosa, Alabama 35404

W.A. Williamson, Jr.
Partner
Kowaliga Capital, Inc.
4121 Carmichael Road
Montgomery, Alabama 36106

Business: Investments

Home Address:
1623 Gilmer Avenue
Montgomery, Alabama 36104

John W. Woods
Chairman
1900 AmSouth-Sonata
Birmingham, Alabama 35203

Business: Banking

Home Address:
4516 Old Leeds Road
Birmingham, Alabama 35213

William D. Biggs
P.O. Box 1073
Florence, Alabama 35631

Business: Real Estate Investments

Home Address:
Route 6, Box 163
Kilfen, Alabama 35645

M. Miller Gorrie
President and Chief Executive Officer
Brasfield & Gorrie General Contractor Inc
729 30th Street South
Birmingham, Alabama 35202

Business: General Contractors

Home Address:
54 Country Club Blvd.
Birmingham, Alabama 35213

Mrs. H. Taylor Morrisette
HTM Investment & Development, Inc.
3 Taylor Place
Mobile, Alabama 36608

Business: Investments

Home Address:
3 Taylor Place
Mobile, Alabama 36608

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**AMSOUTH BANK OF ALABAMA
EXECUTIVE OFFICERS**

C. Dowd Ritter
President and Chief Executive Officer
1900 AmSouth-Sonat
Birmingham, Alabama 35203

John W. Woods
Chairman
1900 AmSouth-Sonat
Birmingham, Alabama 35203

Michael C. Baker
Senior Executive Vice President
AmSouth Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203

David B. Edmonds
Executive Vice President
1901 6th Avenue North
Birmingham, Alabama 35203

Kristen M. Hudak
Senior Executive Vice President
and Chief Financial Officer
1900 AmSouth-Sonat
Birmingham, Alabama 35203

Sloan D. Gibson, IV
Senior Executive Vice President
1900 AmSouth-Sonat
Birmingham, Alabama 35203

W. Charles Mayer, III
Senior Executive Vice President
1900 AmSouth-Sonat
Birmingham, Alabama 35203

Candice W. Rogers
Senior Executive Vice President
AmSouth Harbert
1901 6th Avenue North
Birmingham, Alabama 35203

Stephen A. Yoder
Executive Vice President and
General Counsel
1901 6th Avenue North
Birmingham, Alabama 35203

Diane S. Masters
Secretary
1900 AmSouth-Sonat
Birmingham, Alabama 35203

Carl L. Gorday
Assistant Secretary and Counsel
AmSouth Harbert Plaza
1901 6th Avenue North, Suite 920
Birmingham, Alabama 35203

William L. Caughran, Jr.
Assistant Secretary and Associate Counsel
AmSouth Harbert Plaza
1901 6th Avenue North, Suite 920
Birmingham, Alabama 35203

A. Lee Hardegree, III
Counsel and Vice President
AmSouth Harbert Plaza
1901 6th Avenue North, Suite 920
Birmingham, Alabama 35203

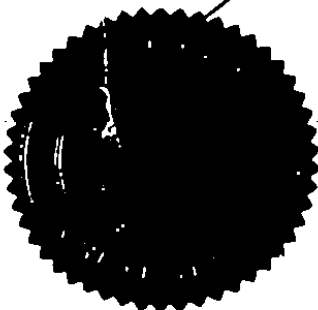
John D. Kottmeyer
Executive Vice President and Treasurer
1900 Fifth Avenue North
Birmingham, Alabama 35203

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that AmSouth Bank of Alabama incorporated in Jefferson County, Birmingham, Alabama on July 8, 1994. I further certify that the records do not disclose that said AmSouth Bank of Alabama has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 4, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State