

F96000002975

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-232-7771
904-232-7393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 964686 4378432

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piggett

ORDER DATE : May 23, 1996

ORDER TIME : 11:41 AM

ORDER NO. : 964686

CUSTOMER NO: 4378432

CUSTOMER: Ms. Maryann Nakly McGrath
At&t Corp.
131 Morristown Rd.

Basking Ridge, NJ 07920

000001848030

W96-11367

FOREIGN FILINGS

NAME: AT&T UNIVERSAL BANCORP
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 14 AM 11:11

mtm

RECEIVED
96 MAY 29 PM 1:21
DIVISION OF CORPORATION

A-Hm: Freda Lott



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

CSC NETWORKS

SUBJECT: AT&T UNIVERSAL BANCORP SERVICES, INC.
Ref. Number: W96000011367

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We have received your document(s) in this office, however, the document is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Kathy Ryan
FAX -9/921-2365

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 096A00026810

05/14/93 21:25
JUN-13-98 THU 18:10

AT&T CORP. & SECURITIES

PHN NO. 8008000001

NO. 053 P001/002

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0120 730 708

00151 DMI 88-31-NUP

FROM HOLLAND & KNIGHT TAMPA

(THU) 08. 13' 98 13:20/8T. 13:20/NO. 3580177278 P 4



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-4310

June 13, 1998

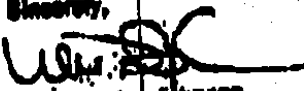
Bruce H. Robertson
Holland & Knight
400 North Ashley Drive, Suite 2300
Post Office Box 1238
Tampa, FL 33601-1238

Dear Mr. Robertson:

Re: "AT&T Universal Bancorp Services, Inc."

Thank you for your recent letter requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is distinctive enough to differentiate the business from other banks or a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,


Wm. Douglas Johnson
Assistant Director
Division of Banking
State 7001, The Capitol
Tallahassee, FL 32399-4310
(904) 483-1111

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ikr

cc: Karen Boyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. AT&T Universal Bancorp Services, Inc.
(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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. May 16, 1996
(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 617.155, F.S.))
7. 8787 Baypine Road,
Jacksonville, FL 32256-7569
(Current mailing address)
8. Any lawful activity for which corporations may be organized under Delaware law.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Corporation Service Company
Office Address: 1201 Mays Street, Suite 105
Tallahassee, 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: Vicki Schreiber Asst. V.P.
(Registered agent's signature)
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.**

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

See attached addendum

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

See attached addendum

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. H. John Hokenson, Vice President

(Typed or printed name and capacity of person signing application)

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**AT&T Universal Bancorp Services, Inc.
Officers and Directors
May 1996**

David K. Hunt	Chief Executive Officer	8787 Baypine Rd Jacksonville, FL 32256
Hans Hawrysz	President	8787 Baypine Rd Jacksonville, FL 32256
Brian H. Fluck	Vice President	8787 Baypine Rd Jacksonville, FL 32256
Keith Kendrick	Vice President	8787 Baypine Rd Jacksonville, FL 32256
H. John Hokenson	Vice President, A. Secretary & A. Treasurer	131 Morristown Road Basking Ridge, NJ 07920
Robert A. Miller	Treasurer	8787 Baypine Rd Jacksonville, FL 32256
Duncan R. Mitchell	Secretary & A. Treasurer	8787 Baypine Rd Jacksonville, FL 32256
Walter M. Korchun	A. Secretary & A. Treasurer	8787 Baypine Rd Jacksonville, FL 32256
Norman E. Gamble	A. Secretary & A. Treasurer	8787 Baypine Rd Jacksonville, FL 32256
Julie D. Nelson	A. Secretary & A. Treasurer	8787 Baypine Rd Jacksonville, FL 32256
Robert A. Maynes	A. Secretary & A. Treasurer	131 Morristown Road Basking Ridge, NJ 07920
Robert S. Feit	A. Secretary & A. Treasurer	131 Morristown Road Basking Ridge, NJ 07920
Antoinette A. Duah	A. Secretary	412 Mt. Kemble Avenue Morristown, NJ 07962
Bridgette Link	A. Secretary	412 Mt. Kemble Avenue Morristown, NJ 07962
Jeff Tutnauer	A. Secretary	412 Mt. Kemble Avenue Morristown, NJ 07962
Gary Wiggins	A. Secretary	412 Mt. Kemble Avenue Morristown, NJ 07962

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**AT&T Universal Bancorp Services, Inc.
Officers and Directors
May 1996**

DIRECTORS (All located at 8787 Baypine Road, Jacksonville, Fl. 32256)

**David K. Hunt
Gerald A. Hines
Brian H. Fluck
Hans Hawrysz
Keith Kendrick**

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DIVISION OF CORPORATIONS
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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 "AT&T UNIVERSAL BANCORP SERVICES, INC." 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 TWENTY-THIRD DAY OF MAY, A.D. 1996.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7958216
DATE: 05-23-96