

F96000002975



ACCOUNT NO. : 072100000032

REFERENCE : 830462 4358149

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 35.00

ORDER DATE : May 22, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 830462-025

CUSTOMER NO: 4358149

CUSTOMER: Ms. Beth Warner
At&t Universal Card Services
Building 3-2
8775 Baypine Road
Jacksonville, FL 32256

300002536819-3

FOREIGN FILINGS

NAME: AT&T UNIVERSAL BANCORP
SERVICES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNER

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

6/19

*John
Name
Change*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

98 MAY 27 PM 3:31

98 MAY 27 AM 11:21

FILED

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1998

CSC
ANDREW
TALLAHASSEE, FL

SUBJECT: AT&T UNIVERSAL BANCORP SERVICES, INC.
Ref. Number: F96000002975

We have received your document for AT&T UNIVERSAL BANCORP SERVICES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following reasons:

* 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
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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 (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 298A00029890

* You have submitted a copy of the approval for the OLD name **RESUBMIT** - we need approval for the new name UNIVERSAL BANCORP SERVICES, INC.
Please give original submission date as file date.



Beth Warner
Paralegal
AT&T Universal Card Services Corp.
Law and Government Affairs

Room 3-2-A810
8787 Baypine Road
Jacksonville, FL 32256
904 954-8747
FAX: 904 954-8716

June 1, 1998

VIA OVERNIGHT DELIVERY

Lynne Immediato
CSC – Wilmington
1013 Centre Road
Wilmington, DE 19805

Re: AT&T Universal Bancorp Services, Inc.
Order No. 830462-025

Dear Lynne:

We are in receipt of your fax dated May 28, 1998 attaching the State of Florida's rejection letter regarding the name change of AT&T Universal Bancorp Services, Inc. to Universal Bancorp Services, Inc. We did not anticipate any problems with this name change request, as we are only dropping "AT&T" from our name.

At the time AT&T Universal Bancorp Services, Inc. was registered to do business in Florida, we received a letter from the Office of Comptroller, Department of Banking and Finance, State of Florida, stating that the name was definitive enough to differentiate the business being conducted from that of a commercial bank. Enclosed is a copy of that June 13, 1996 letter from Wm. Douglas Johnson, Assistant Director, Division of Banking, to Bruce H. Roberson, an attorney for Universal Card Services Corp. at that time.

Please provide a copy of this letter to the State of Florida for consideration. It is our hope that after its review of the letter, the State of Florida will reconsider its rejection of the name change.

June 1, 1998
Page Two

Please do not hesitate to contact me should you have any questions regarding the enclosed information.

Sincerely,

A handwritten signature in cursive script, appearing to read "Beth Warner".

Enclosure

cc: Walter Korchun (w/enclosure)
Duncan Mitchell (w/enclosure)



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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



June 15, 1998

Duncan R. Mitchell
Vice President & Counsel
AT&T Universal Card Services Corp.
8787 Baypine Road
Jacksonville, FL 32256

Dear Mr. Mitchell:

Re: "Universal Bancorp Services, Inc. "

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of 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
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 414-8058

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. AT&T Universal Bancorp Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. 6/14/96
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4/8/98
5. Universal Bancorp Services, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

Walter M. Korchun
Typed or printed name

May 19, 1998
Date

Executive Vice President
Title

FILED
98 MAY 27 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AT&T UNIVERSAL BANCORP SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "UNIVERSAL BANCORP SERVICES, INC.", THE EIGHTH DAY OF APRIL, A.D. 1998, AT 4:15 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2621824 8320

981200509

AUTHENTICATION:

9100787

DATE:

05-26-98