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10/30/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015305 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: FIRST AMERICAN BANK TEXAS, SSB, INCORPORATED

AUDIT NUMBER.....H96000015305

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

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FACSIMILE TRANSMISSION

TO: Florida Division of Corporations
ATTN: Sharon Tale

FAX NO.: 904/922-4000

FROM: Leighann Whitten

DATE: 11/4/96

TIME: 11:41am

NO. OF PAGES (including this page): 8

MESSAGE: Per your comment letter, please see attached approval letter from the Florida Department of Banking and Finance.

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10/31/96 10:57 FL. Dept. of State pl /1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 31, 1996

LEIGHAM WRITTEN
FOLEY & LANDNER
200 LAURA ST
JACKSONVILLE, FL 32202-3627

SUBJECT: FIRST AMERICAN BANK TEXAS, SSB
REF: W96000023151

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 32399-0380
(904) 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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: W96000015305
Letter Number: 996A00050180

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

November 1, 1996

Leighann Whitten, CLA
Foley & Lardner
Attorneys at Law
Post Office Box 240
Jacksonville, FL 32201-0240

Dear Ms. Whitten:

Re: "First American Bank Texas, SSB,

Reference is made to your letter/fax dated October 31, 1996, requesting approval of the above-referenced corporate name which will be a subsidiary/holding company of First American Bank Texas, SSB, Texas.

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,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

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

Fax Audit No. H96000015305 1

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. First American Bank Texas, SSB

(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. Texas

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

3. 74-2483910

(FEI number, if applicable)

4. July 1, 1994

(Date of incorporation)

5. Perpetual

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

6. November 15, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2800 South Texas Avenue, Suite 200

Bryan, Texas 77802

(Current mailing address)

8. To engage in any lawful business act or activity for profit for which corporations may be organized under the Florida Business Corporation Act

(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: F&L Corp.

Office Address: 200 Laura Street

Jacksonville

, Florida , 32202

(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.

F&L Corp.

Charles V. Hurd 10/30/96
(Registered agent's signature), Authorized Signatory

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:

A. DIRECTORS (See Schedule "A")

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: William AtkinsonAddress: 1111 Briarcrest Drive, Suite 300Bryan, Texas 77802Chief Executive Officer: Don A. AdamAddress: 1111 Briarcrest Drive, Suite 300Bryan, Texas 77802Secretary: Keith KuttlerAddress: 1111 Briarcrest Drive, Suite 300Bryan, Texas 77802Treasurer: Mitchell KitayamaAddress: 111 Briarcrest Drive, Suite 300Bryan, Texas 77802

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

13. William C. Atkinson 12/30/96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. William Atkinson, President
(Typed or printed name and capacity of person signing application)

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Schedule "A"

A. DIRECTORS

Director: Donald A. Adam
Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Director: Perry L. Addison
Address: Texas A&M University, Dept. of Entomology
College Station, Texas 77843

Director: Truman Allen
Address: 3706 Stillmeadow
Bryan, Texas 77802

Director: William Atkinson
Address: First American Bank
1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Director: A. Benton Cocanougher
Address: Texas A&M University, Office of Provost
College Station, Texas 77843

Director: Donald R. Frazer
Address: Texas A&M University, Dept. of Finance
344 C. Blocker Bldg.
College Station, Texas 77843

Director: Keith H. Kuttler
Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

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State of Texas

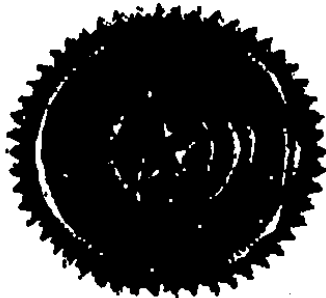


Savings and Loan Department

I do hereby certify that the following named savings bank, located within the State of Texas, was duly chartered under the charter number and date shown below, and has operated continuously as a savings bank in the State of Texas since the date of charter, and that the savings bank is still in existence.

First American Bank Texas, SSB
2800 South Texas Avenue
Bryan, Texas 77802
Charter No.: 004
Charter Date: June 27, 1994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In Testimony whereof, I have hereto subscribed my name officially, and have hereto impressed my Seal of Office at the City of Austin, in the State of Texas, on this 30th day of October, A.D. 1996.

A handwritten signature in cursive script, reading "James L. Pledger".

James L. Pledger
Savings and Loan Commissioner of Texas