

AmSouth Bank
Post Office Box 11007
Birmingham, Alabama 35288
(205) 326-4977

Office of General Counsel

F970000003160

AMSOUTH

June 20, 1997

Ms. Karon Beyer
Bureau of Corporate Records
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

400002232794--0
-07/08/97--01056--001
****122.50 ****122.50

EFFECTIVE DATE
6/25/97

Dear Ms. Beyer:

Enclosed for filing are the original and one copy of Articles of Merger merging AmSouth Bank of Florida, Tampa, Florida with and into AmSouth Bank of Walker County Jasper, Alabama. These Articles of Merger have been precleared by your office. Also enclosed is a check in the amount of \$122.50 to cover the filing fee and one certified copy.

Also enclosed is an application to change the name under which the resulting bank is qualified to do business in Florida from AmSouth Bank of Walker County to AmSouth Bank. It is my understanding that there is no separate filing fee for this application if it is filed with the Articles of Merger. We will provide you with a certification from the State of Alabama regarding the name change as soon as possible after the merger is effective.

Please file the Articles of Merger as soon as possible and call me at 205-326-4940 once they have been filed. The Articles of Merger provide that they will take effect at the close of business on June 25, 1997.

Thank you for your help. Please call me if you have any questions or if there is any problem with this request. Also enclosed is a self-addressed, stamped envelope so that the certified copy of the Articles may be returned to me.

Very truly yours,

Bill Caughran
William H. Caughran, Jr.
Associate Counsel

Merger
\$122.50
6/23/97

FILING 70
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 122.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMSOUTH BANK OF FLORIDA, a FL Corp., #J96767

INTO

AMSOUTH BANK OF WALKER COUNTY which changed its name to
AMSOUTH BANK, an Alabama corporation, F97000003160

File date: June 23, 1997, effective June 25, 1997

Corporate Specialist: Susan Payne



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

June 10, 1997

RECEIVED

JUN 12 1997

90 South Legal Bldg.

William H. Caughran, Jr.
Associate Counsel
AmSouth Bancorporation
Post Office Box 11007
Birmingham, Alabama 35288

Dear Mr. Caughran:

Re: "AmSouth Bank"

Reference is made to your letter/fax dated June 9, requesting approval of the above-referenced name. It is our understanding that AmSouth Bank of Florida headquartered in Tampa, will merge with and into AmSouth Bank of Walker County, Jasper, Alabama, with the resulting name of "AmSouth Bank", which will be a subsidiary of the bank holding company AmSouth Bancorporation located in Birmingham, Alabama.

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 transact business in the State of Florida.

Sincerely,

Doug Johnson
Ruth Ryan

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
The Fletcher Building-Sixth Floor
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

ARTICLES OF MERGER
MERGING
AMSOUTH BANK OF FLORIDA
WITH AND INTO
AMSOUTH BANK OF WALKER COUNTY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 23 PM 2:46

Pursuant to the provisions of Section 617.1105 of the Florida Statutes, the undersigned banking institutions adopt the following Articles of Merger for the purpose of merging AmSouth Bank of Florida, a Florida banking corporation headquartered in Tampa, Florida, with and into AmSouth Bank of Walker County, an Alabama banking corporation headquartered in Jasper, Alabama, under the charter of AmSouth Bank of Walker County and with the name "AmSouth Bank":

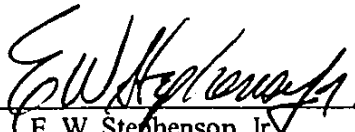
FIRST: The Plan of Merger is attached hereto as Annex 1 and made a part hereof.

SECOND: The Plan of Merger was approved by the sole shareholder of each of the undersigned banking corporations in the manner prescribed by Section 617.0701, Florida Statutes, by written consent executed on May 29, 1997.

THIRD: The effective date of these Articles of Merger is the close of business on June 25, 1997.

Dated: May 29, 1997

AMSOUTH BANK OF FLORIDA

By: 
C.E. W. Stephenson, Jr.
Chairman of the Board and
Chief Executive Officer

AMSOUTH BANK OF WALKER COUNTY

By: 
Terry Gurganus
President and Chief Executive Officer

Annex 1

PLAN OF MERGER AND MERGER AGREEMENT

This Agreement is made as of the 29th day of May, 1997 among AmSouth Bank of Alabama ("AmSouth AL"), AmSouth Bank of Florida ("AmSouth FL"), AmSouth Bank of Tennessee ("AmSouth TN"), AmSouth Bank of Georgia ("AmSouth GA") and AmSouth Bank of Walker County ("AmSouth WC").

WITNESSETH:

WHEREAS, AmSouth AL, AmSouth FL, AmSouth TN, AmSouth GA and AmSouth WC are all wholly owned subsidiaries of AmSouth Bancorporation; and

WHEREAS, interstate branching by merger of banks chartered in Alabama, Florida, Tennessee and Georgia will be permitted by Section 102 of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, Section 5-13B-22 of the Code of Alabama 1975, Section 658.2953 of the Florida Statutes, Section 45-2-1409 of the Tennessee Code Annotated, and Section 7-1-628.2 of the Official Code of Georgia Annotated effective on and after June 1, 1997; and

WHEREAS, the intrastate merger of banks chartered in Alabama is currently permitted by Section 5-7A-1 of the Code of Alabama 1975; and

WHEREAS AmSouth Bancorporation and each of the banks which is a party to this agreement desire to take advantage of the efficiencies inherent in eliminating separate bank charters and operating one bank with interstate branches;

NOW, THEREFORE, in consideration of these premises and the mutual agreements, covenants and other provisions contained herein, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

STRUCTURE OF THE TRANSACTION

1.1 The Closing. The closing of the transactions contemplated hereby (the "Closing") shall occur following the receipt of all required regulatory approvals (and the expiration of any applicable waiting period in connection with such regulatory approvals) at such time and place as shall be mutually agreed upon by the parties.

1.2 The Merger. At the Closing AmSouth AL, AmSouth FL, AmSouth TN, and AmSouth GA shall merge (the "Merger") with and into AmSouth WC under the charter of AmSouth WC and with the name "AmSouth Bank." All assets of AmSouth AL, AmSouth FL, AmSouth TN, AmSouth GA, and AmSouth WC as they exist at the effective time of the Merger shall pass to

and vest in the Resulting Financial Institution (as defined below) without any conveyance or other transfer. The Resulting Financial Institution shall be considered the same business and corporate entity as each constituent financial institution with all the rights, powers and duties of each constituent financial institution and the Resulting Financial Institution shall be responsible for all the liabilities of every kind and description, including liabilities arising out of the operation of a trust department, of each of the constituent financial institutions existing as of the effective time of the Merger.

ARTICLE II

PARTIES TO THE TRANSACTIONS

2.1 AmSouth Bank of Alabama. AmSouth AL is a financial institution organized under the laws of the State of Alabama with its main office located at 1400 AmSouth-Sonat Tower, 1900 Fifth Avenue North, Birmingham, Jefferson County, Alabama. AmSouth AL has 123 offices (including the main office) at the locations listed on Exhibit A attached hereto and made a part hereof and no trust service offices. As of March 31, 1997 AmSouth AL had 1,605,000 shares of common stock issued and outstanding, each with \$10.00 par value, surplus of approximately \$274 million and undivided profits or retained earnings of approximately \$579 million. No other class of stock of AmSouth AL is outstanding.

2.2 AmSouth Bank of Florida. AmSouth FL is a financial institution organized under the laws of the State of Florida with its main office located at 100 North Tampa Street, Tampa, Hillsborough County, Florida. AmSouth FL has 116 offices (including the main office) at the locations listed on Exhibit B attached hereto and made a part hereof and no trust service offices. As of March 31, 1997 AmSouth FL had 800,000 shares of common stock issued and outstanding, each with \$1.00 par value, surplus of approximately \$484 million and undivided profits or retained earnings of approximately \$124 million. No other class of stock of AmSouth FL is outstanding.

2.3 AmSouth Bank of Tennessee. AmSouth TN is a financial institution organized under the laws of the State of Tennessee with its main office to be located at 601 Market Center, Chattanooga, Hamilton County, Tennessee. AmSouth TN has 25 offices (including the main office) at the locations listed on Exhibit C attached hereto and made a part hereof and no trust service offices. As of March 31, 1997 AmSouth TN had 375,000 shares of common stock issued and outstanding, each with \$1.00 par value, surplus of approximately \$105 million and undivided profits or retained earnings of approximately \$14 million. No other class of stock of AmSouth TN is outstanding.

2.4 AmSouth Bank of Georgia. AmSouth GA is a financial institution organized under the laws of the State of Georgia with its main office located at 1400 Turner-McCall Boulevard, Rome, Floyd County, Georgia. AmSouth GA has seven offices (including the main office) at the locations listed on Exhibit D attached hereto and made a part hereof and no trust service offices. As of March 31, 1997 AmSouth GA had 2,000,000 shares of common stock issued and outstanding, each with \$1.00 par value, surplus of approximately \$30 million and undivided

profits or retained earnings of approximately \$16 million. No other class of stock of AmSouth GA is outstanding.

2.5 AmSouth Bank of Walker County. AmSouth WC is a financial institution organized under the laws of the State of Alabama with its main office located at 110 20th Street, Jasper, Walker County, Alabama. AmSouth WC has two offices (including the main office) at the locations listed on Exhibit E attached hereto and made a part hereof and no trust service offices. As of March 31, 1997 AmSouth WC had 100,000 shares of common stock issued and outstanding, each with \$1.00 par value, surplus of approximately \$3.4 million and undivided profits or retained earnings of approximately \$3.7 million. No other class of stock of AmSouth WC is outstanding.

2.6 Resulting Financial Institution. The financial institution resulting from the Merger (the "Resulting Financial Institution") shall be organized under the laws of the State of Alabama and shall be named "AmSouth Bank." The Resulting Financial Institution will exercise trust powers. The business of the Resulting Financial Institution shall be that of a general commercial banking business. The business shall be conducted by the Resulting Financial Institution at its main office which shall be located at 1400 AmSouth-Sonat Tower, 1900 Fifth Avenue North, Birmingham, Jefferson County, Alabama, and at each existing and proposed branch office listed on Exhibit F attached hereto and made a part hereof. The Resulting Financial Institution shall have no trust service offices as defined in Section 660.33, Florida Statutes. The Resulting Financial Institution shall have 10,000 shares of common stock issued and outstanding, each with \$1.00 par value, and at the time the Merger shall become effective the Resulting Financial Institution shall have a surplus of approximately \$910 million and undivided profits or retained earnings of approximately \$847 million, adjusted, however, for (i) normal earnings and expenses between the date of this Agreement and the effective time of the Merger, and (ii) for cash dividends paid to AmSouth Bancorporation by the constituent financial institutions. The persons listed on Exhibit G attached hereto and made a part hereof shall serve as directors and executive officers of the Resulting Financial Institution until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified. Effective as of the time of the Merger the Articles of Incorporation of the Resulting Financial Institution shall be completely restated as set forth in Exhibit H. No preferred stock will be issued in connection with the Merger.

ARTICLE III

PAYMENT

3.1 The Merger. At the effective time of the Merger (i) each of the presently outstanding shares of common stock of AmSouth AL, AmSouth FL, AmSouth TN and AmSouth GA shall be canceled and no payment shall be made to the holder of such shares in exchange for such cancellation; and (ii) the 100,000 shares of common stock of AmSouth WC, \$1.00 par value per share, shall automatically be converted into 10,000 shares of common stock of the Resulting Financial Institution, \$1.00 par value per share, and no additional shares of capital stock of the

Resulting Financial Institution shall be issued in connection with the Merger and no shareholder of AmSouth WC shall receive any additional consideration in connection with the Merger. Since all of the constituent financial institutions are wholly owned subsidiaries of AmSouth Bancorporation, there will be no dissenting shareholders, and no shares of the Resulting Financial Institution will be unissued in the Merger because of dissenting shareholders. However, if there were dissenting shareholders, they would be entitled to receive the value of their shares of (i) AmSouth FL as determined in accordance with Section 658.44, Florida Statutes, (ii) AmSouth TN as determined in accordance with Sections 45-2-1309 and 48-23-101 through 48-23-302, Tennessee Code Annotated, (iii) AmSouth Georgia as determined in accordance with Sections 7-1-537 and 14-2-1301 through 14-2-1332, Official Code of Georgia Annotated, and (iv) AmSouth AL and AmSouth WC as determined in accordance with Sections 10-2B-13.01 through 10-2B-13.32, Code of Alabama 1975. In addition, the shares of capital stock of the Resulting Financial Institution not taken by dissenting shareholders would be canceled.

ARTICLE IV

APPROVALS

4.1 Shareholders. This Agreement shall be ratified and confirmed by the affirmative vote of the shareholder owning at least a majority of the outstanding capital stock of AmSouth AL, AmSouth FL, AmSouth TN, AmSouth GA and AmSouth WC.

4.2 Regulatory Approvals. The transactions contemplated by this Agreement may not be consummated unless (a) the State Banking Department of Alabama shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger; (b) the Board of Governors of the Federal Reserve System, acting either directly or through delegated authority, and any other appropriate federal regulatory agency shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger, and any statutory waiting period shall have expired; and (c) the Florida Department of Banking and Finance, the Tennessee Department of Financial Institutions, and the Georgia Department of Banking and Finance shall have been notified of the Merger and shall have received all required information.

ARTICLE V

TERMINATION

5.1 Termination. This Agreement may be terminated by the consent of all parties hereto at any time prior to the consummation of the transactions contemplated hereby; provided, however, that any party hereto may withdraw from this Agreement by the unilateral action of a majority of the directors of such party and this Agreement shall thereafter be terminated only with respect to that party, but shall continue in full force and effect with respect to all other parties hereto.

ARTICLE VI

MISCELLANEOUS

6.1 Amendment and Modification. This Agreement may be amended in writing by mutual agreement of the Chief Executive Officers of all parties hereto.

6.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Alabama.

WITNESS, the signatures of the constituent financial institutions as of the date first written above, each hereunto set by its Chief Executive Officer or President, pursuant to a resolution of its Board of Directors, acting by a majority thereof. .

AMSOUTH BANK OF ALABAMA

By: _____



C. Dowd Ritter
Chairman of the Board, President
and Chief Executive Officer

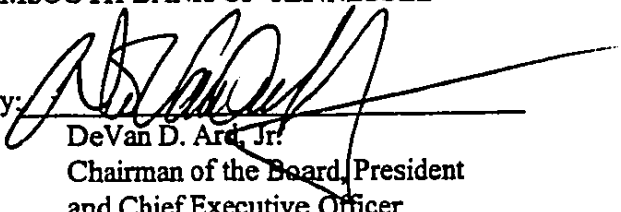
AMSOUTH BANK OF FLORIDA

By:

A handwritten signature in dark ink, appearing to read "E.W. Stephenson, Jr.", is written over a horizontal line.

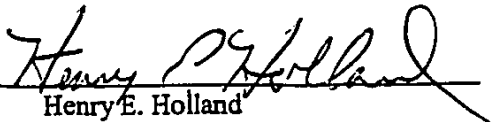
E.W. Stephenson, Jr.
Chairman of the Board and
Chief Executive Officer

AMSOUTH BANK OF TENNESSEE

By: 

DeVan D. Ard, Jr.
Chairman of the Board, President
and Chief Executive Officer

AMSOUTH BANK OF GEORGIA

By: 
Henry E. Holland
President and Chief Executive Officer

AMSOUTH BANK OF WALKER COUNTY

By: 
Terry Gorganus
President and Chief Executive Officer

Exhibit A

AmSouth Branch Listing Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
A001	Birmingham	Birmingham	Bessemer	205-716-1625	1801 2nd Avenue North	Bessemer	AL	Jefferson	35201
A002	Birmingham	Birmingham	Crestline	205-326-5831	35 Church St.	Birmingham	AL	Jefferson	35213
A003	Birmingham	Birmingham	Ensley	205-716-1065	1808 Avenue E Ensley	Birmingham	AL	Jefferson	35218
A004	Birmingham	Birmingham	Fairfield	205-716-1090	4607 Gary Ave.	Fairfield	AL	Jefferson	35084
A005	Birmingham	Birmingham	Five Points West	205-716-1105	2249 Bessemer Rd.	Birmingham	AL	Jefferson	35208
A007	Birmingham	Birmingham	Graysville	205-716-1650	53 2nd Avenue SW	Graysville	AL	Jefferson	35073
A008	Birmingham	Birmingham	Homewood	205-716-1130	#1 Independence Plaza	Birmingham	AL	Jefferson	35209
A009	Birmingham	Birmingham	Hueytown	205-716-1620	109 Hueytown Plaza	Hueytown	AL	Jefferson	35023
A010	Birmingham	Birmingham	Irondale	205-716-1175	1845 Crestwood Blvd.	Birmingham	AL	Jefferson	35210
A011	Birmingham	Birmingham	Leeds	205-716-1690	741 Parkway Drive SE	Leeds	AL	Jefferson	35094
A012	Birmingham	Birmingham	Mountain Brook	205-716-1185	101 Office Park Dr	Birmingham	AL	Jefferson	35223
A015	Birmingham	Birmingham	Pinson	205-716-1670	6668 Highway 75	Pinson	AL	Jefferson	35128
A016	Birmingham	Birmingham	Roebuck	205-716-1235	9178 Parkway East	Birmingham	AL	Jefferson	35206
A017	Birmingham	Birmingham	Southside	205-716-1245	2100 6th Avenue S.	Birmingham	AL	Jefferson	35233
A018	Birmingham	Birmingham	Tarrant	205-716-1270	1601 Pinson St.	Tarrant	AL	Jefferson	35217
A019	Birmingham	Birmingham	Trussville	205-716-1690	175 Main St.	Trussville	AL	Jefferson	35173
A020	Birmingham	Birmingham	Valley Road	205-716-1100	5701 Valley Rd.	Fairfield	AL	Jefferson	35084
A022	Birmingham	Birmingham	Woodlawn	205-716-1950	5428 1st Avenue N.	Birmingham	AL	Jefferson	35212
A024	Birmingham	Birmingham	Hoover	205-716-1150	1582 Montgomery Hwy.	Birmingham	AL	Jefferson	35216
A026	Birmingham	Birmingham	Green Springs	205-716-1120	100-A Greensprings Hwy.	Birmingham	AL	Jefferson	35209
A027	Birmingham	Birmingham	Man	205-328-5182	1900 5th Avenue N.	Birmingham	AL	Jefferson	35203
A028	Birmingham	Birmingham	Center Point	205-716-1040	2308 Center Point Rd.	Birmingham	AL	Jefferson	35215
A029	Birmingham	Birmingham	Gardendale	205-716-1660	1101 Main St.	Gardendale	AL	Jefferson	35071
A033	Birmingham	Birmingham	Vestavia	205-716-1930	520 Montgomery Hwy.	Birmingham	AL	Jefferson	35218
A036	Birmingham	Birmingham	Riverchase	205-716-1225	1849 Montgomery Hwy.	Birmingham	AL	Jefferson	35244
A038	Birmingham	Birmingham	Alabaster	205-716-1640	1235 First Street North	Alabaster	AL	Jefferson	35007
A039	Birmingham	Birmingham	Mount Royal Towers	205-716-1200	1115 Royal Tower Dr.	Birmingham	AL	Jefferson	35209
A043	Birmingham	Birmingham	UAB	205-716-1280	1900 University Blvd.	Birmingham	AL	Jefferson	35233
A047	Birmingham	Birmingham	Inverness	205-716-1170	102 Inverness Plaza	Birmingham	AL	Jefferson	35242
A051	Birmingham	Birmingham	Rocky Ridge	205-716-1215	3390 Morgan Dr.	Birmingham	AL	Jefferson	35243
A052	Decatur	North	Man	205-552-9400	401 Lee Street NE	Decatur	AL	Morgan	35601
A053	Decatur	North	South Avenue	205-552-9350	1424 South Avenue SE	Decatur	AL	Morgan	35601
A054	Decatur	North	Austin	205-552-9370	1811 Danville Road SW	Decatur	AL	Morgan	35601
A055	Decatur	North	Highway 31 South	205-552-9360	2709 Highway 31 S.	Decatur	AL	Morgan	35603
A056	Decatur	North	River Oaks Center	205-552-9380	1801 Beltline Road SW	Decatur	AL	Morgan	35603
A057	Huntsville	North	Whitesburg	205-535-6905	2204 Whitesburg Dr.	Huntsville	AL	Madison	35801
A059	Huntsville	North	Oakwood Avenue	205-535-6925	101 Oakwood Avenue NE	Huntsville	AL	Madison	35811
A060	Huntsville	North	Drake Avenue	205-535-6935	507 Drake Avenue SW	Huntsville	AL	Madison	35801
A061	Huntsville	North	Man	205-535-5015	200 Clinton Avenue W	Huntsville	AL	Madison	35801
A062	Huntsville	North	Lily Flagg	205-535-6960	107 Lily Flagg Road SE	Huntsville	AL	Madison	35802
A063	Fort Payne	Northeast	Man	205-845-1441	100 Grand Avenue S.	Fort Payne	AL	De Kalb	35967
A064	Fort Payne	Northeast	North Gaut	205-845-8620	1718 Gaut Avenue N.	Fort Payne	AL	De Kalb	35967
A066	Marshall County	North	Arab	205-596-6051	1199 North Parkway	Arab	AL	Marshall	35016
A068	Florence	North	Man	205-780-6204	321 North Seminary St.	Florence	AL	Lauderdale	35630
A070	Birmingham	Birmingham	Brund's Eastwood	205-716-1025	1533 Montclair Rd.	Birmingham	AL	Jefferson	35210
A072	Florence	North	Florence Boulevard	205-780-6270	150 Ami Drive	Florence	AL	Lauderdale	35630
A073	Athens	North	Man	205-230-2317	112 North Jefferson St.	Athens	AL	Limestone	35611
A075	Cullman	Northeast	Man	205-734-5551	223 2nd Avenue SE	Cullman	AL	Cullman	35055
A076	Cullman	South	Man	205-734-5551	1652 2nd Avenue SW	Cullman	AL	Cullman	35055
A077	Montgomery	Central	Man	334-240-1323	32 Commerce St.	Montgomery	AL	Montgomery	36104
A079	Montgomery	Central	Woodley Road	334-240-1204	2975 Woodley Rd.	Montgomery	AL	Montgomery	36111
A080	Montgomery	Central	Atlanta Highway	334-240-1274	5375 Atlanta Hwy.	Montgomery	AL	Montgomery	36109
A082	Montgomery	Central	Eastern Boulevard	334-240-1297	1465 Eastern Blvd.	Montgomery	AL	Montgomery	36117
A083	Selma	Central	Man	334-674-5408	9 Broad St.	Selma	AL	Dallas	36701
A085	Opelika	Central	Man	334-749-6151	715 Avenue B	Opelika	AL	Lee	36801
A093	Mobile	South	Crichton	334-434-3020	2820 Springhill Ave.	Mobile	AL	Mobile	36607
A094	Mobile	South	Government Street	334-684-1551	1402 Government St.	Mobile	AL	Mobile	36604
A097	Mobile	South	Talman's Corner	334-434-3125	5351 Highway 90 W.	Mobile	AL	Mobile	36619
A098	Mobile	South	Springhill	334-434-3114	4357 Old Shell Rd.	Mobile	AL	Mobile	36608
A100	Mobile	South	Cottage Hill	334-434-3010	5133 Cottage Hill Rd.	Mobile	AL	Mobile	36609
A101	Mobile	South	Saraland	334-434-3083	34 Shelton Beach Rd.	Saraland	AL	Mobile	36571
A105	Baldwin County	South	Farmhope	334-434-8599	51 South Section St.	Farmhope	AL	Baldwin	36532
A106	Baldwin County	South	Gulf Shores	334-684-1590	Hwy. 59 South & East 18th Ave.	Gulf Shores	AL	Baldwin	36542
A107	Dothan	Central	Westgate	334-793-3000	2872 West Main St.	Dothan	AL	Houston	36301
A108	Dothan	Central	Southside	334-712-2419	2078 Ross Clark Circle SE	Dothan	AL	Houston	36301
A109	Huntsville	North	Research Park	205-535-6965	443 Wynn Dr.	Huntsville	AL	Madison	35804
A110	Anniston	Northeast	Man	205-235-6328	931 Noble St.	Anniston	AL	Calhoun	36201
A114	Gadsden	Northeast	Clubview	205-548-3600	2001 Rainbow Dr.	Gadsden	AL	Etowah	35901
A115	Gadsden	Northeast	Eastside	205-548-3610	1001 Piedmont Cut-Off	Gadsden	AL	Etowah	35933
A119	Baldwin County	South	Westminster	334-625-5572	500 Spanish Fort Blvd.	Spanish Fort	AL	Baldwin	36527
A121	Baldwin County	South	Lake Forest	334-684-1412	26770 U.S. Hwy. 98	Daphne	AL	Baldwin	36528
A122	Mobile	South	Hillcrest	334-434-3040	720 Hillcrest Rd.	Mobile	AL	Mobile	36609
A124	Montgomery	Central	Wetumpka Man	334-240-1511	743 South Main St.	Wetumpka	AL	Elmore	36092
A126	Montgomery	Central	Millbrook	334-240-1507	3725 Hwy. 14	Millbrook	AL	Elmore	36054
A128	Gadsden	Northeast	Man	205-548-3501	203 Broad St.	Gadsden	AL	Etowah	35901
A129	Tuscaloosa	Tuscaloosa	Indian Hills	205-381-5814	1515 McFarland Boulevard	Tuscaloosa	AL	Tuscaloosa	35478
A130	Mobile	South	St. Joseph Street	334-434-8244	31 North Royal St.	Mobile	AL	Mobile	36601
A131	Mobile	South	Bayou La Batre	334-434-3001	51 South Wintzell St.	Bayou La Batre	AL	Mobile	36609
A133	Mobile	South	McGregor Square	334-434-3060	3920 Airport Blvd.	Mobile	AL	Mobile	36608
A134	Mobile	South	Springdale Plaza	334-434-3104	3250 Airport Boulevard F4	Mobile	AL	Mobile	36608
A135	Mobile	South	Toumenville	334-434-3139	2328 St. Stephens Rd.	Mobile	AL	Mobile	36617
A138	Birmingham	Birmingham	Brund's Hoover	205-716-1020	1563 Montgomery Hwy.	Birmingham	AL	Jefferson	35218
A142	Birmingham	Birmingham	Chelville	205-716-1015	2298 Brewster Rd.	Birmingham	AL	Jefferson	35235
A143	Birmingham	Birmingham	Osborne Valley	205-716-1110	601 Lakeshore Pkwy	Birmingham	AL	Jefferson	35209
A144	Huntsville	North	University	205-532-5050	4008 University Dr	Huntsville	AL	Madison	35805
A146	Huntsville	North	Spartanman Drive	205-532-5080	2015 Spartanman Dr	Huntsville	AL	Madison	35811
A148	Marshall County	North	Guntersville Man	205-582-2028	400 Guntersville Ave.	Guntersville	AL	Marshall	35976
A150	Marshall County	North	Southtown	205-571-0500	2204 Henry St.	Guntersville	AL	Marshall	35976
A153	Dothan	Central	Cherokee	334-712-2421	2462 Montgomery Hwy	Dothan	AL	Houston	36303
A156	Mobile	South	Ambassador Plaza	334-434-3270	7860 Airport Blvd	Mobile	AL	Mobile	36608

AmSouth Branch Listing
Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
A157	Moore	South	Jax Plaza	334-434-3055	7300 Moffett Rd.	Semmes	AL	Moore	36572
A158	Anniston	Northeast	Jacksonville	205-435-0525	100 North Pelham Rd.	Jacksonville	AL	Calhoun	36225
A159	Anniston	Northeast	Plaza	205-235-9430	3224 McClellan Blvd.	Anniston	AL	Calhoun	36201
A165	Birmingham	Birmingham	Forestdale	205-716-1075	1304 Tomahawk Rd.	Birmingham	AL	Jefferson	35214
A167	Baldwin County	South	Bay Minerals	334-694-1592	511 O'Live	Bay Minerals	AL	Bartow	36507
A171	Mobile	South	Lloyd's Lane	334-434-3280	6241 Cottage Hill Rd.	Mobile	AL	Mobile	36609
A172	Baldwin County	South	Foley	334-943-2255	1301 South McKenzie	Foley	AL	Baldwin	36535
A173	Montgomery	Central	Zelda Road	334-240-1391	2738 Zelda Rd.	Montgomery	AL	Montgomery	36108
A175	Anniston	Northeast	Oxford	205-635-4806	804 Clunard Dr.	Oxford	AL	Calhoun	36203
A176	Marshall County	North	Albertville	205-891-6100	525 East Main St.	Albertville	AL	Marshall	35950
A177	Huntsville	North	Piedmont Point	205-535-6871	4779 Whitesburg Dr, Suite 100	Huntsville	AL	Madison	35801
A179	Montgomery	Central	Taylor Road	334-240-1540	2710 Taylor Rd.	Montgomery	AL	Montgomery	36117
A181	Birmingham	Birmingham	Mountain Brook Village	205-716-1965	2711 Culver Rd.	Birmingham	AL	Jefferson	35223
A182	Florence	North	Muscle Shoals	205-366-5425	403 West Avalon Ave.	Florence	AL	Cooper	35261
A183	Birmingham	Birmingham	Dennison Avenue	205-716-1055	833 Dennison Avenue SW	Birmingham	AL	Jefferson	35211
A186	Birmingham	Birmingham	Meadowbrook	205-716-1965	200 Corporate Ridge N.	Birmingham	AL	Jefferson	35242
A188	Birmingham	Birmingham	Cahaba Heights	205-715-2855	3179 Green Valley Rd.	Birmingham	AL	Jefferson	35243
A189	Birmingham	Birmingham	Valleydale	205-716-1960	2653 Valleydale Rd.	Birmingham	AL	Jefferson	35244
A190	Tuscaloosa	Tuscaloosa	Main	205-391-5540	2330 University Blvd.	Tuscaloosa	AL	Tuscaloosa	35401
A191	Tuscaloosa	Tuscaloosa	Northport	205-391-5750	527 Main Ave.	Northport	AL	Tuscaloosa	35478
A192	Tuscaloosa	Tuscaloosa	Alberta	205-391-5755	2508 University Boulevard E.	Tuscaloosa	AL	Tuscaloosa	35404
A194	Tuscaloosa	Tuscaloosa	Skyland	205-391-5765	719 East Skyland Blvd.	Tuscaloosa	AL	Tuscaloosa	35405
A195	Tuscaloosa	Tuscaloosa	University	205-391-5770	331 University Blvd.	Tuscaloosa	AL	Tuscaloosa	35401
A198	Tuscaloosa	Tuscaloosa	Northview	205-391-5745	1501 East McFarland Blvd.	Northport	AL	Tuscaloosa	35478
A199	Tuscaloosa	Tuscaloosa	Eastview	205-391-5795	3700 Skyland Boulevard E.	Tuscaloosa	AL	Tuscaloosa	35405
A202	Birmingham	Birmingham	Pell City	205-684-1322	1031 Merton Street S.	Pell City	AL	St. Clair	35125
A222	Athens	North	East Athens	205-230-2345	1101 Highway 72 E.	Athens	AL	Union	35611
A223	Birmingham	Birmingham	Pelham	205-716-1944	2228 Pelham Pkwy.	Pelham	AL	Shelby	35124
A227	Opelika	Central	Auburn - North College	334-687-1000	200 North College St.	Auburn	AL	Lee	36830
A228	Huntsville	North	North Madison	205-535-6890	7930 U.S. Highway 72 West	Madison	AL	Madison	35758
A229	Montgomery	Central	McGehee Road	334-285-3748	3080 McGehee Road	Montgomery	AL	Montgomery	36111
A233	Huntsville	North	Hampton Cove	205-535-6860	6639 Highway 431 South	Huntsville	AL	Madison	35763

Montgomery

Prattville

1882 E. Main St. Prattville, AL 36066

Exhibit B

AmSouth Branch Listing
Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
F001	Pensacola	Northwest FL	Main	904-444-1000	70 North Baylen St.	Pensacola	FL	Escambia	32501
F002	Pensacola	Northwest FL	Town & Country	904-444-1067	1300 North Pace Blvd.	Pensacola	FL	Escambia	32505
F003	Pensacola	Northwest FL	Warrington	904-444-1069	575 North Navy Blvd.	Pensacola	FL	Escambia	32507
F004	Pensacola	Northwest FL	Cordova	904-444-1061	5100 North 9th Ave.	Pensacola	FL	Escambia	32504
F005	Pensacola	Northwest FL	Northcross	904-444-1068	8084 North Davis Hwy.	Pensacola	FL	Escambia	32514
F006	Okaloosa	Northwest FL	Mary Esther	904-633-6228	420 Mary Esther Cutoff	Mary Esther	FL	Okaloosa	32569
F007	Pensacola	Northwest FL	Gulf Breeze	904-444-1065	400 Gulf Breeze Parkway	Gulf Breeze	FL	Santa Rosa	32561
F008	Pensacola	Northwest FL	Ensley	904-444-1063	4 East Nine Mile Rd.	Pensacola	FL	Escambia	32514
F009	Okaloosa	Northwest FL	Shelmer	904-633-6217	1248 North Eglin Pkwy.	Shelmer	FL	Okaloosa	32579
F010	Pensacola	Northwest FL	Milton	904-444-1066	6489 Caroline St.	Milton	FL	Santa Rosa	32570
F011	Pensacola	Northwest FL	Fairfield	904-444-1064	8022 Lillian Hwy.	Pensacola	FL	Escambia	32508
F014	Okaloosa	Northwest FL	Niceville	904-633-6231	1200 John Sims Pkwy.	Niceville	FL	Okaloosa	32578
F015	Pensacola	Northwest FL	Essegee	904-444-1062	7130 North 9th Ave.	Pensacola	FL	Escambia	32504
F016	Pensacola	Northwest FL	Belview	904-444-1060	4505 Sautley Field Rd.	Pensacola	FL	Escambia	32528
F018	Panama City	Northwest FL	Thomas Drive	904-230-2040	2405 Thomas Drive	Panama City	FL	Bay	32407
F020	Panama City	Northwest FL	Beach	904-230-2030	12720 Middle Beach Rd.	Panama City	FL	Bay	32407
F023	Okaloosa	Northwest FL	Destin	904-633-6410	100 Main St.	Destin	FL	Okaloosa	32541
F024	Okaloosa	Northwest FL	Fort Walton Main	904-633-8116	25 Best Parkway NE	FL Walton	FL	Okaloosa	32548
F025	Panama City	Northwest FL	Main	904-747-4500	489 West 23rd St.	Panama City	FL	Bay	32405
F028	Okaloosa	Northwest FL	Sandestin	904-633-6250	5050 Highway 98 E.	Destin	FL	Walton	32541
F027	Okaloosa	Northwest FL	Racestrack Road	904-633-6250	212 Racestrack Rd.	FL Walton	FL	Okaloosa	32547
F028	Pensacola	Northwest FL	Tiger Point	904-444-1071	3373 Gulf Breeze Pkwy.	Gulf Breeze	FL	Santa Rosa	32568
F030	Pensacola	Northwest FL	Azules Trace	904-444-1068	6094 North Davis Hwy.	Pensacola	FL	Escambia	32514
F031	Tallahassee	Northwest FL	Buck Lake	904-678-0948	3102 Mahan Dr.	Tallahassee	FL	Leon	32308
F032	Tallahassee	Northwest FL	Carnegie Gate	904-684-2370	3425 Thomasville Rd.	Tallahassee	FL	Leon	32308
F033	Tallahassee	Northwest FL	Downtown	904-222-3727	251 South Monroe St.	Tallahassee	FL	Leon	32301
F034	Pensacola	Northwest FL	Pace	904-444-1073	3615 Highway 90	Pace	FL	Santa Rosa	32571
F035	Panama City	Northwest FL	Callaway	904-747-4650	805 South Tyndal Pkwy.	Panama City	FL	Bay	32404
F121	Pinellas/Pasco	West FL	Downtown Clearwater	813-462-1110	400 Cleveland St.	Clearwater	FL	Pinellas	34615
F123	Pinellas/Pasco	West FL	Palm Harbor	813-787-7820	33605 Highway 19 N.	Palm Harbor	FL	Pinellas	34684
F124	Pinellas/Pasco	West FL	West Bay	813-585-4702	1350 West Bay Dr.	Largo	FL	Pinellas	34640
F125	Pinellas/Pasco	West FL	ICOT Center	813-524-7898	13501 ICOT Blvd.	Clearwater	FL	Pinellas	34620
F127	Pinellas/Pasco	West FL	Enterprise Road	813-689-6250	3021 Enterprise Rd. E.	Clearwater	FL	Pinellas	34619
F128	Pinellas/Pasco	West FL	East Lake Woodlands	813-786-0707	3132 Tampa Rd.	Oldsmar	FL	Pinellas	34677
F129	Pinellas/Pasco	West FL	Bellear Bluffs	813-586-5210	2645 West Bay Dr.	Bellear Bluffs	FL	Pinellas	34640
F130	Pinellas/Pasco	West FL	Harbor Oaks	813-238-0815	804 East Ornd Rd.	Clearwater	FL	Pinellas	34617
F136	Pinellas/Pasco	West FL	Tyrone	813-381-0901	3398 98th Street N.	St. Petersburg	FL	Pinellas	33710
F141	Pinellas/Pasco	West FL	Gulfport	813-381-0304	5728 Gulfport Blvd.	Gulfport	FL	Pinellas	33707
F142	Pinellas/Pasco	West FL	Isle Del Sol	813-684-6007	5901 Sun Boulevard S.	St. Petersburg	FL	Pinellas	33715
F146	Tampa	West FL	Tampa Downtown	813-228-1100	100 North Tampa St.	Tampa	FL	Hillsborough	33602
F147	Tampa	West FL	Ball Shoals	813-643-1303	3522 Ball Shoals Road	Valrico	FL	Hillsborough	33594
F160	Pinellas/Pasco	West FL	Embassy Hills	813-848-6886	6424 Embassy Blvd.	Port Richey	FL	Pinellas	34668
F161	Pinellas/Pasco	West FL	Gulf Highlands	813-661-3620	7512 State Road 52	Hudson	FL	Pinellas	34667
F163	Pinellas/Pasco	West FL	Hudson	813-661-2944	14212 U.S. Highway 19 N.	Hudson	FL	Pinellas	34655
F164	Pinellas/Pasco	West FL	Seven Springs	813-378-1799	4010 Little Rd.	New Port Richey	FL	Pinellas	34647
F166	Pinellas/Pasco	West FL	Barndoor	813-382-1207	9701 Starkey Rd.	Largo	FL	Pinellas	34647
F167	Pinellas/Pasco	West FL	Bellear-Highland	813-448-0518	1500 Bellear Rd.	Clearwater	FL	Pinellas	34618
F170	Pinellas/Pasco	West FL	Countryside	813-798-4467	2575 Countryside Blvd.	Clearwater	FL	Pinellas	34621
F171	Pinellas/Pasco	West FL	Dolch Village	813-367-7891	4811 Gulf Blvd.	St. Pete Beach	FL	Pinellas	33706
F173	Pinellas/Pasco	West FL	Downtown St. Petersburg	813-623-0133	280 First Avenue S.	St. Petersburg	FL	Pinellas	33701
F174	Pinellas/Pasco	West FL	Dunedin	813-738-1995	1042 Main St.	Dunedin	FL	Pinellas	34698
F176	Pinellas/Pasco	West FL	Gateway	813-678-1194	6250 Ninth Street N.	St. Petersburg	FL	Pinellas	33702
F178	Pinellas/Pasco	West FL	Gulf-to-Bay	813-798-0488	855 South Belcher Rd.	Clearwater	FL	Pinellas	34624
F179	Pinellas/Pasco	West FL	Mid-City	813-328-0412	3463 22nd Avenue N.	St. Petersburg	FL	Pinellas	33713
F180	Pinellas/Pasco	West FL	Northwest	813-422-6454	3505 Frum Street N.	St. Petersburg	FL	Pinellas	33704
F181	Pinellas/Pasco	West FL	Oakhurst	813-583-3958	9398 Oakhurst Rd.	Seminole	FL	Pinellas	34646
F183	Pinellas/Pasco	West FL	Pinellas Park	813-547-1525	4325 Park Blvd.	Pinellas Park	FL	Pinellas	34655
F184	Pinellas/Pasco	West FL	Safety Harbor	813-725-2541	501 Main St.	Safety Harbor	FL	Pinellas	34655

AmSouth Branch Listing
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BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
F185	Pinebluffs/Pasco	West FL	Jennnow	313-397-1491	7800 113th Street N	Seminole	FL	Pinebluffs	34642
F186	Pinebluffs/Pasco	West FL	South Pasadena	813-384-3166	5800 Gulfport Boulevard S.	South Pasadena	FL	Pinebluffs	33707
F187	Pinebluffs/Pasco	West FL	Sunset-19	813-798-0196	2551 Sunset Point Rd.	Clearwater	FL	Pinebluffs	34625
F188	Pinebluffs/Pasco	West FL	Tarpon Springs	813-934-5786	905 Martin Luther King Jr. Cr.	Tarpon Springs	FL	Pinebluffs	34689
F189	Pinebluffs/Pasco	West FL	Tn-City	813-535-5527	5200 East Bay Dr.	Clearwater	FL	Pinebluffs	34624
F193	Pinebluffs/Pasco	West FL	Gulf Gate	813-923-4189	2353 Stacey Point Rd.	Sarasota	FL	Sarasota	34231
F194	Pinebluffs/Pasco	West FL	Sarasota Commons	813-864-0580	935 North Beneva Rd.	Sarasota	FL	Sarasota	34232
F195	Pinebluffs/Pasco	West FL	Southeast Plaza	813-377-0848	4280 Bee Ridge Rd.	Sarasota	FL	Sarasota	34233
F196	Ocala	Central FL	Spring Hill	352-683-6385	1500 Pinhurst Drive	Spring Hill	FL	Hernando	34608
F197	Tampa	West FL	Carrollwood	813-982-2704	13944 North Dale Mabry	Tampa	FL	Hillsborough	33618
F198	Tampa	West FL	Palma Caza	813-254-6071	3902 Henderson Blvd.	Tampa	FL	Hillsborough	33629
F211	Fort Myers	West FL	College Parkway	941-482-1577	8655 College Parkway S.W.	Fort Myers	FL	Lee	33919
F212	Fort Myers	West FL	North Fort Myers	941-987-1477	13520 Cleveland Avenue N.	N. Fort Myers	FL	Lee	33903
F213	Fort Myers	West FL	Cape Coral	941-445-1377	1597 Cape Coral Parkway E.	Cape Coral	FL	Lee	33904
F215	Fort Myers	West FL	Ch. Tura	341-731-1000	18621 North Tamiami Trail	N. Fort Myers	FL	Lee	33903
F220	Fort Myers	West FL	Del Prado	941-574-5444	1821 Del Prado Blvd.	Cape Coral	FL	Lee	33980
F222	Fort Myers	West FL	Port Charlotte	941-825-8866	2100 Forrest Nelson Blvd.	Port Charlotte	FL	Charlotte	33952
F231	Naples	West FL	Naples Man	941-261-5522	4851 Tamiami Trail	Naples	FL	Collier	33940
F232	Naples	West FL	Pine Ridge	941-591-3151	1897 Pine Ridge Rd.	Naples	FL	Collier	33942
F233	Naples	West FL	Gulfshore Boulevard	941-434-5673	1400 Gulfshore Boulevard N.	Naples	FL	Collier	33940
F234	Naples	West FL	Radiant Hammock Road	941-732-1555	5484 Radiant Hammock Rd.	Naples	FL	Collier	33962
F236	Naples	West FL	Marco Island	941-442-4455	606 Bald Eagle Dr.	Marco Island	FL	Collier	33937
F237	Naples	West FL	Vineyards	941-532-6619	5809 Pine Ridge Rd.	Naples	FL	Collier	33996
F238	Naples	West FL	Parway Center	941-649-8019	2150 Goodlette Rd.	Naples	FL	Collier	33940
F240	Naples	West FL	Spinn Street	941-283-1800	405 8th Street S.	Naples	FL	Collier	33940
F251	Ocala	Central FL	Downtown	352-629-9800	405 East Silver Springs Blvd.	Ocala	FL	Manion	34470
F252	Ocala	Central FL	Dunelton	352-489-2419	20381 East Pennsylvania Ave.	Dunelton	FL	Manion	34430
F253	Ocala	Central FL	Silver Springs Shores	352-687-2174	9351 Marcano Rd.	Ocala	FL	Manion	34472
F254	Ocala	Central FL	East	352-368-6700	2800 East Silver Springs Blvd.	Ocala	FL	Manion	34470
F255	Ocala	Central FL	Forest	352-625-1188	451 South Highway 314-A	Silver Springs	FL	Manion	34468
F256	Ocala	Central FL	Inverness	352-725-6022	301 U.S. Highway 41 S.	Inverness	FL	Citrus	34450
F258	Ocala	Central FL	Brooksville	352-798-5108	1230 South Broad St.	Brooksville	FL	Hernando	34601
F259	Ocala	Central FL	South	352-732-3808	1030 Southwest 17th St.	Ocala	FL	Manion	34471
F260	Ocala	Central FL	Beverly Hills	352-748-2221	3880 North Lucania Hwy.	Beverly Hills	FL	Citrus	34466
F261	Ocala	Central FL	Paddock Park	352-237-1194	3232 Southwest College Rd.	Ocala	FL	Manion	34474
F263	Ocala	Central FL	Silverview	352-245-5108	10715 Southwest Highway 441	Silverview	FL	Manion	34420
F264	Ocala	Central FL	Homotassia	352-628-3278	4558 South Suncoast Blvd.	Homotassia	FL	Citrus	34448
F268	Ocala	Central FL	North	352-622-6233	2734 Northeast Jacksonville Rd.	Ocala	FL	Manion	34470
F269	Ocala	Central FL	West 200	352-854-7862	8721 Southwest Highway 200	Ocala	FL	Manion	34474
F274	Ocala	Central FL	Bushnell	352-793-2225	802 North Main St.	Bushnell	FL	Sumter	33513
F282	Jacksonville	Central FL	Mandarin	904-281-2730	9358 San Jose Blvd.	Jacksonville	FL	Duval	32257
F283	Jacksonville	Central FL	Blackstone	904-281-2640	233 East Bay St.	Jacksonville	FL	Duval	32202
F284	Jacksonville	Central FL	St. Augustine	904-281-2680	6283 St. Augustine Rd.	Jacksonville	FL	Duval	32217
F285	Jacksonville	Central FL	Clyde	904-281-2650	6524 Atlantic Blvd.	Jacksonville	FL	Duval	32211
F286	Jacksonville	Central FL	Baymeadows	904-281-2720	9421 Baymeadows Rd.	Jacksonville	FL	Duval	32256
F288	Jacksonville	Central FL	Roosevelt Boulevard	904-281-2880	4237 Roosevelt Blvd.	Jacksonville	FL	Duval	32210
F301	Orlando	Central FL	Ocoee	407-656-2400	252 North Apopka Hwy.	Orlando	FL	Orange	34761
F303	Orlando	Central FL	West	407-246-8600	65 North Orange Ave.	Orlando	FL	Orange	32801
F304	Orlando	Central FL	Winter Park	407-740-6222	220 West Fernbank Ave.	Orlando	FL	Orange	32789
F306	Orlando	Central FL	South Orlando	407-246-8680	500 East Michigan St.	Orlando	FL	Orange	32806
F307	Orlando	Central FL	Kirkman Road	407-351-0330	5401 South Kirkman Rd.	Orlando	FL	Orange	32819
F310	Orlando	Central FL	Mims	407-268-2022	2350 North U.S. Highway 1	Mims	FL	Brevard	32754
F311	Orlando	Central FL	Garden Street	407-383-1971	2525 Garden Street	Titusville	FL	Brevard	32758
F312	Orlando	Central FL	Cheney Highway	407-264-3800	905 Cheney Highway	Titusville	FL	Brevard	32780
F314	Orlando	Central FL	17-92	407-629-1900	925 South Orlando Ave.	Orlando	FL	Orange	32789
F317	Orlando	Central FL	Greenmead/Fortune Park	407-386-4225	5495 West Into Bronson Hwy.	Orlando	FL	Osceola	34748
F318	Orlando	Central FL	Winter Garden	407-656-3633	14075 West Colonial Cr	Orlando	FL	Orange	34787
F322	Pinebluffs/Pasco	West FL	Holiday	813-937-5173	2338 U.S. Highway 19	Holiday	FL	Pasco	34691

Tampa Waters Avenue

6297 W. Waters Ave. Tampa, FL 33634

Tampa Town & Country

10109 W. Hillsborough Ave. Tampa, FL
33615

Exhibit C

AmSouth Branch Listing

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BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
T002	Nashville	Tenn / Ga	Green Hills	615-401-6130	2207 Crestmoor Rd.	Nashville	TN	Davidson	37215
T003	Nashville	Tenn / Ga	Hendersonville	615-824-1331	221 East Main Street	Hendersonville	TN	Sumner	37075
T004	Nashville	Tenn / Ga	Galtson	615-452-5098	150 West Main St.	Galtson	TN	Sumner	37066
T005	Nashville	Tenn / Ga	History Hollow	615-401-6120	5323 Mt. View Rd.	Nashville	TN	Davidson	37013
T007	Nashville	Tenn / Ga	Downtown-Main	615-291-5285	330 Union St.	Nashville	TN	Davidson	37201
T008	Nashville	Tenn / Ga	Bellevue	615-401-6100	181 Belle Forrest Cir.	Nashville	TN	Davidson	37221
T009	Nashville	Tenn / Ga	Brentwood	615-401-6110	5029 Harpeth Drive	Brentwood	TN	Williamson	37027
T010	Nashville	Tenn / Ga	Rivergate	615-734-3420	2227 Galtson Road	Nashville	TN	Davidson	37115
T011	Nashville	Tenn / Ga	West End	615-734-3400	2814 West End Avenue	Nashville	TN	Davidson	37203
T012	Nashville	Tenn / Ga	Franklin	615-734-3400	1304 Murfreesboro Road	Franklin	TN	Williamson	37064
T014	Nashville	Tenn / Ga	Bellevue Bruno's	615-734-3420	7804 Highway 70 South	Nashville	TN	Davidson	37221
T028	Nashville	Tenn / Ga	Fayetteville	615-433-4537	310 West College St.	Fayetteville	TN	Union	37334
T028	Chattanooga	Tenn / Ga	Signal Mountain	423-686-5080	Pizza Shopping Center Taft Hwy.	Signal Mountain	TN	Hamilton	37377
T029	Chattanooga	Tenn / Ga	Lookout Valley	423-821-1578	3303 Cummings Hwy.	Chattanooga	TN	Hamilton	37419
T033	Chattanooga	Tenn / Ga	East Ridge	423-624-4801	4334 Ringgold Rd.	Chattanooga	TN	Hamilton	37412
T035	Chattanooga	Tenn / Ga	Maat	423-752-1572	601 Market Center	Chattanooga	TN	Hamilton	37402
T036	Chattanooga	Tenn / Ga	Brainerd	423-684-1058	5515 Brainerd Rd.	Chattanooga	TN	Hamilton	37411
T041	Chattanooga	Tenn / Ga	Highland	423-677-1122	3864 Hixson Pike	Chattanooga	TN	Hamilton	37415
T042	Chattanooga	Tenn / Ga	Highway 58	423-894-6214	4757 Highway 58	Chattanooga	TN	Hamilton	37416
T043	Chattanooga	Tenn / Ga	Gunsbarrel Road	423-634-4022	2120 Gunsbarrel Rd.	Chattanooga	TN	Hamilton	37421
T044	Chattanooga	Tenn / Ga	Dallas Bay	423-843-0503	8535 Hixson Pike	Hixson	TN	Hamilton	37543
T045	Chattanooga	Tenn / Ga	Dayton	423-775-1522	401 North Market St.	Dayton	TN	Rhea	37321
T046	Chattanooga	Tenn / Ga	Bradley Square	423-479-0661	178 Post Huff Parkway	Cleveland	TN	Bradley	37312
T048	Chattanooga	Tenn / Ga	Northgate	423-634-4060	1985 Northport Blvd.	Chattanooga	TN	Hamilton	37343
T049	Chattanooga	Tenn / Ga	Ocoee Street	423-476-0779	440 Ocoee St.	Cleveland	TN	Bradley	37311

Exhibit D

AmSouth Branch Listing
Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
G001	Rome	Tenn / Ga	Summersville	708-657-4771	101 East Washington	Summersville	GA	Chadcooga	30747
G002	Rome	Tenn / Ga	West Rome	708-225-3975	2101 Shorter Ave.	Rome	GA	Floyd	30185
G003	Rome	Tenn / Ga	Armachee	708-235-3995	3040 Martha Berry Hwy.	Rome	GA	Floyd	30185
G005	Rome	Tenn / Ga	Maun	708-235-7700	1400 Turner McCall Blvd.	Rome	GA	Floyd	30182
G010	Rome	Tenn / Ga	Calhoun	708-629-2848	208 North Wall St.	Calhoun	GA	Gordon	30701
G020	Fort Oglethorpe	Tenn / Ga	Fort Oglethorpe	708-861-2393	383 Battlefield Pkwy.	Fort Oglethorpe	GA	Calhoun	30742
G021	Fort Oglethorpe	Tenn / Ga	LaFayette	708-638-8558	710 North Main St.	LaFayette	GA	Walker	30728

Exhibit E

Branch

Address

Jasper - Main

110 20th Street, Jasper, AL 35501

Jasper - Mall

310 Highway 78 West, Jasper, AL 35501

Exhibit F

AmSouth Branch Listing
Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
A001	Birmingham	Birmingham	Bessemer	205-718-1625	1801 2nd Avenue North	Bessemer	AL	Jefferson	35201
A002	Birmingham	Birmingham	Crestline	205-328-5831	35 Church St.	Birmingham	AL	Jefferson	35213
A003	Birmingham	Birmingham	Ensley	205-718-1065	1809 Avenue E Ensley	Birmingham	AL	Jefferson	35218
A004	Birmingham	Birmingham	Fairfield	205-716-1090	4607 Gary Ave.	Fairfield	AL	Jefferson	35064
A005	Birmingham	Birmingham	Five Points West	205-716-1105	2249 Bessemer Rd	Birmingham	AL	Jefferson	35208
A007	Birmingham	Birmingham	Graysville	205-716-1650	63 2nd Avenue SW	Graysville	AL	Jefferson	35073
A008	Birmingham	Birmingham	Homewood	205-716-1130	#1 Independence Plaza	Birmingham	AL	Jefferson	35209
A009	Birmingham	Birmingham	Hueytown	205-716-1620	109 Hueytown Plaza	Hueytown	AL	Jefferson	35023
A010	Birmingham	Birmingham	Irondale	205-716-1175	1845 Crestwood Blvd.	Birmingham	AL	Jefferson	35210
A011	Birmingham	Birmingham	Leeds	205-716-1690	741 Parkway Drive SE	Leeds	AL	Jefferson	35094
A012	Birmingham	Birmingham	Mountain Brook	205-716-1185	101 Office Park Dr.	Birmingham	AL	Jefferson	35223
A015	Birmingham	Birmingham	Pinson	205-716-1670	6668 Highway 75	Pinson	AL	Jefferson	35128
A016	Birmingham	Birmingham	Roebuck	205-716-1235	9178 Parkway East	Birmingham	AL	Jefferson	35206
A017	Birmingham	Birmingham	Southside	205-716-1245	2100 8th Avenue S	Birmingham	AL	Jefferson	35233
A018	Birmingham	Birmingham	Tarrant	205-716-1270	1601 Pinson St.	Tarrant	AL	Jefferson	35217
A019	Birmingham	Birmingham	Trussville	205-716-1680	175 Main St.	Trussville	AL	Jefferson	35173
A020	Birmingham	Birmingham	Valley Road	205-716-1100	5701 Valley Rd.	Fairfield	AL	Jefferson	35064
A022	Birmingham	Birmingham	Woodlawn	205-716-1950	5428 1st Avenue N.	Birmingham	AL	Jefferson	35212
A024	Birmingham	Birmingham	Hoover	205-716-1150	1592 Montgomery Hwy.	Birmingham	AL	Jefferson	35216
A028	Birmingham	Birmingham	Green Springs	205-716-1120	100-A Greensprings Hwy.	Birmingham	AL	Jefferson	35209
A027	Birmingham	Birmingham	Main	205-328-5162	1900 5th Avenue N	Birmingham	AL	Jefferson	35203
A028	Birmingham	Birmingham	Center Point	205-716-1040	2308 Center Point Rd.	Birmingham	AL	Jefferson	35215
A029	Birmingham	Birmingham	Gardendale	205-716-1660	1101 Main St.	Gardendale	AL	Jefferson	35071
A033	Birmingham	Birmingham	Vestavia	205-716-1930	520 Montgomery Hwy.	Birmingham	AL	Jefferson	35218
A036	Birmingham	Birmingham	Riverchase	205-716-1225	1849 Montgomery Hwy.	Birmingham	AL	Jefferson	35244
A038	Birmingham	Birmingham	Alabaster	205-716-1640	1235 First Street North	Alabaster	AL	Jefferson	35007
A039	Birmingham	Birmingham	Mount Royal Towers	205-716-1200	1118 Royal Tower Dr	Birmingham	AL	Jefferson	35209
A043	Birmingham	Birmingham	UAB	205-716-1280	1900 University Blvd.	Birmingham	AL	Jefferson	35293
A047	Birmingham	Birmingham	Inverness	205-716-1170	102 Inverness Plaza	Birmingham	AL	Jefferson	35242
A051	Birmingham	Birmingham	Rocky Ridge	205-716-1215	3390 Morgan Cr.	Birmingham	AL	Jefferson	35243
A052	Decatur	North	Main	205-552-9400	401 Lee Street NE	Decatur	AL	Morgan	35601
A053	Decatur	North	Soth Avenue	205-552-9350	1424 Soth Avenue SE	Decatur	AL	Morgan	35601
A054	Decatur	North	Austin	205-552-9370	1811 Danville Road SW	Decatur	AL	Morgan	35601
A055	Decatur	North	Highway 31 South	205-552-9360	2709 Highway 31 S.	Decatur	AL	Morgan	35603
A056	Decatur	North	River Oaks Center	205-552-9380	1801 Beltline Road SW	Decatur	AL	Morgan	35603
A057	Huntsville	North	Whitesburg	205-535-6806	2204 Whitesburg Dr.	Huntsville	AL	Madison	35801
A059	Huntsville	North	Oakwood Avenue	205-535-6925	101 Oakwood Avenue NE	Huntsville	AL	Madison	35811
A060	Huntsville	North	Drake Avenue	205-535-6935	507 Drake Avenue SW	Huntsville	AL	Madison	35801
A061	Huntsville	North	Main	205-532-5015	200 Canton Avenue W.	Huntsville	AL	Madison	35801
A062	Huntsville	North	Lily Flagg	205-535-6960	107 Lily Flagg Road SE	Huntsville	AL	Madison	35802
A063	Fort Payne	Northeast	Main	205-845-1441	100 Grand Avenue S.	Fort Payne	AL	De Kalb	35967
A064	Fort Payne	Northeast	North Gault	205-845-8620	1718 Gault Avenue N	Fort Payne	AL	De Kalb	35967
A066	Marshall County	North	Arab	205-586-6051	1199 North Parkway	Arab	AL	Marshall	35016
A068	Florence	North	Main	205-760-6204	321 North Seminary St.	Florence	AL	Laurens	35030
A070	Birmingham	Birmingham	Brund's Eastwood	205-716-1025	1533 Montclair Rd.	Birmingham	AL	Jefferson	35210
A072	Florence	North	Florence Boulevard	205-760-6270	150 Ana Drive	Florence	AL	Laurens	35030
A073	Athens	North	Main	205-230-2317	112 North Jefferson St.	Athens	AL	Limestone	35611
A075	Cullman	Northeast	Main	205-734-5551	223 2nd Avenue SE	Cullman	AL	Cullman	35055
A076	Cullman	Northeast	South	205-734-5551	1652 2nd Avenue SW	Cullman	AL	Cullman	35055
A077	Montgomery	Central	Main	334-240-1323	32 Commerce St.	Montgomery	AL	Montgomery	36104
A079	Montgomery	Central	Woodley Road	334-240-1204	2975 Woodley Rd	Montgomery	AL	Montgomery	36111
A080	Montgomery	Central	Atlanta Highway	334-240-1274	5375 Atlanta Hwy.	Montgomery	AL	Montgomery	36109
A082	Montgomery	Central	Eastern Boulevard	334-240-1297	1465 Eastern Blvd.	Montgomery	AL	Montgomery	36117
A083	Seima	Central	Main	334-874-5408	9 Broad St.	Seima	AL	Dallas	36701
A085	Opelika	Central	Main	334-749-8151	715 Avenue B	Opelika	AL	Lee	36801
A093	Mobile	South	Crichton	334-434-3020	2820 Springhill Ave	Mobile	AL	Mobile	36607
A094	Mobile	South	Government Street	334-694-1551	1402 Government St	Mobile	AL	Mobile	36604
A097	Mobile	South	Tilman's Corner	334-434-3125	5351 Highway 90 W	Mobile	AL	Mobile	36619
A098	Mobile	South	Springhill	334-434-3114	4357 Old Shell Rd.	Mobile	AL	Mobile	36608
A100	Mobile	South	Cottage Hill	334-434-3010	5133 Cottage Hill Rd.	Mobile	AL	Mobile	36609
A101	Mobile	South	Saratland	334-434-3083	34 Shelton Beach Rd.	Saratland	AL	Mobile	36571
A105	Baldwin County	South	Fairhope	334-438-8599	51 South Section St.	Fairhope	AL	Baldwin	36532
A108	Baldwin County	South	Gulf Shores	334-694-1590	Hwy. 59 South & East 18th Ave.	Gulf Shores	AL	Baldwin	36542
A107	Dothan	Central	Westgate	334-793-3000	2872 West Main St.	Dothan	AL	Houston	36301
A108	Dothan	Central	Southside	334-712-2419	2076 Ross Clark Circle SE	Dothan	AL	Houston	36301
A109	Huntsville	North	Research Park	205-535-6865	443 Wynn Dr	Huntsville	AL	Madison	35804
A110	Anniston	Northeast	Main	205-235-9328	931 Noble St.	Anniston	AL	Calhoun	36201
A114	Gadsden	Northeast	Clubview	205-549-3600	2001 Rainbow Dr	Gadsden	AL	Etowah	35901
A115	Gadsden	Northeast	Eastside	205-549-3610	1001 Piedmont Cut-Off	Gadsden	AL	Etowah	35903
A119	Baldwin County	South	Westminster	334-626-5572	500 Spanish Fort Blvd.	Spanish Fort	AL	Baldwin	36527
A121	Baldwin County	South	Lake Forest	334-694-1412	28770 U.S. Hwy. 96	Daphne	AL	Baldwin	36528
A122	Mobile	South	Hillcrest	334-434-3040	720 Hillcrest Rd.	Mobile	AL	Mobile	36609
A124	Montgomery	Central	Wetumpka Main	334-240-1511	743 South Main St.	Wetumpka	AL	Elmore	36092
A126	Montgomery	Central	Millbrook	334-240-1507	3725 Hwy. 14	Millbrook	AL	Elmore	36054
A128	Gadsden	Northeast	Main	205-549-3501	200 Broad St.	Gadsden	AL	Etowah	35901
A129	Tuscaloosa	Tuscaloosa	Indian Hills	205-391-5814	1515 McFarland Boulevard	Tuscaloosa	AL	Tuscaloosa	35476
A130	Mobile	South	St. Joseph Street	334-438-8244	31 North Royal St.	Mobile	AL	Mobile	36601
A131	Mobile	South	Bayou La Batre	334-434-3001	51 South Wintzell St.	Bayou La Batre	AL	Mobile	36509
A133	Mobile	South	McGregor Square	334-434-3060	3920 Airport Blvd.	Mobile	AL	Mobile	36608
A134	Mobile	South	Springdale Plaza	334-434-3104	3250 Airport Boulevard F4	Mobile	AL	Mobile	36606
A135	Mobile	South	Toulminville	334-434-3139	2326 St. Stephens Rd.	Mobile	AL	Mobile	36617
A138	Birmingham	Birmingham	Bruno's Hoover	205-716-1020	1563 Montgomery Hwy	Birmingham	AL	Jefferson	35216
A142	Birmingham	Birmingham	Chalkville	205-716-1015	2266 Brewster Rd	Birmingham	AL	Jefferson	35235
A143	Birmingham	Birmingham	Osmoor Valley	205-716-1110	601 Lakeshore Pkwy	Birmingham	AL	Jefferson	35209
A144	Huntsville	North	University	205-532-5090	4009 University Dr	Huntsville	AL	Madison	35805
A148	Huntsville	North	Spartan Drive	205-532-5080	2015 Spartan Dr	Huntsville	AL	Madison	35811
A149	Marshall County	North	Guntersville Main	205-582-2028	400 Guntar Ave	Guntersville	AL	Marshall	35978
A150	Marshall County	North	Southtown	205-571-0500	2204 Henry St.	Guntersville	AL	Marshall	35978
A153	Dothan	Central	Cherokee	334-712-2421	2482 Montgomery Hwy.	Dothan	AL	Houston	36303
A156	Mobile	South	Ambassador Plaza	334-434-3270	7660 Airport Blvd	Mobile	AL	Mobile	36608

Montgomery

Prattville

1882 E. Main St.

Prattville, AL 36066

AmSouth Branch Listing
Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
A157	Mobile	South	Oak Plaza	334-434-3055	7800 Moffett Rd.	Semmes	AL	Mobile	36575
A158	Anniston	Northwest	Jacksonville	205-435-0525	100 North Pelham Rd.	Jacksonville	AL	Calhoun	36265
A159	Anniston	Northwest	Plaza	205-235-9430	3224 McClellan Blvd.	Anniston	AL	Calhoun	36201
A165	Birmingham	Birmingham	Forestdale	205-716-1075	1304 Tomahawk Rd.	Birmingham	AL	Jefferson	35214
A167	Baldwin County	South	Bay Minette	334-694-1592	511 O'Olve	Bay Minette	AL	Baldwin	36507
A170	Jasper	Birmingham	Jasper	205-384-7113	310 Highway 78 W	Jasper	AL	Walker	35501
A171	Mobile	South	Lloyd's Lane	334-434-3280	6241 Cottage Hill Rd	Mobile	AL	Mobile	36609
A172	Baldwin County	South	Foley	334-943-2265	1301 South McKenzie	Foley	AL	Baldwin	36535
A173	Montgomery	Central	Zelda Road	334-240-1391	2736 Zelda Rd.	Montgomery	AL	Montgomery	36108
A175	Anniston	Northwest	Oxford	205-835-4606	804 Quntard Dr.	Oxford	AL	Calhoun	36203
A176	Marshall County	North	Albertville	205-891-6100	625 East Main St.	Albertville	AL	Marshall	35950
A177	Huntsville	North	Piedmont Point	205-535-6871	4779 Whitesburg Dr. Suite 100	Huntsville	AL	Madison	35801
A179	Montgomery	Central	Taylor Road	334-240-1540	2710 Taylor Rd.	Montgomery	AL	Montgomery	36117
A181	Birmingham	Birmingham	Mountain Brook Village	205-716-1965	2711 Culver Rd.	Birmingham	AL	Jefferson	35223
A182	Florence	North	Muscle Shoals	205-386-5405	403 West Avalon Ave.	Florence	AL	Colbert	35681
A183	Birmingham	Birmingham	Dennison Avenue	205-716-1055	833 Dennison Avenue SW	Birmingham	AL	Jefferson	35211
A186	Birmingham	Birmingham	Meadowbrook	205-716-1965	200 Corporate Ridge N	Birmingham	AL	Jefferson	35242
A188	Birmingham	Birmingham	Cahaba Heights	205-715-2855	3179 Green Valley Rd.	Birmingham	AL	Jefferson	35243
A189	Birmingham	Birmingham	Valleydale	205-716-1960	2653 Valleydale Rd	Birmingham	AL	Jefferson	35244
A190	Tuscaloosa	Tuscaloosa	Main	205-391-5540	2330 University Blvd.	Tuscaloosa	AL	Tuscaloosa	35401
A191	Tuscaloosa	Tuscaloosa	Northport	205-391-5750	527 Main Ave.	Northport	AL	Tuscaloosa	35476
A192	Tuscaloosa	Tuscaloosa	Alberta	205-391-5755	2508 University Boulevard E	Tuscaloosa	AL	Tuscaloosa	35404
A194	Tuscaloosa	Tuscaloosa	Skyland	205-391-5765	719 East Skyland Blvd.	Tuscaloosa	AL	Tuscaloosa	35405
A195	Tuscaloosa	Tuscaloosa	University	205-391-5770	331 University Blvd.	Tuscaloosa	AL	Tuscaloosa	35401
A198	Tuscaloosa	Tuscaloosa	Northview	205-391-5745	1501 East McFarland Blvd.	Northport	AL	Tuscaloosa	35476
A199	Tuscaloosa	Tuscaloosa	Eastview	205-391-5795	3700 Skyland Boulevard E.	Tuscaloosa	AL	Tuscaloosa	35405
A202	Birmingham	Birmingham	Pell City	205-884-1322	1031 Marion Street S.	Pell City	AL	St. Clair	35125
A222	Athens	North	East Athens	205-230-2345	1101 Highway 72 E.	Athens	AL	Limestone	35611
A223	Birmingham	Birmingham	Pelham	205-716-1944	2228 Pelham Pkwy	Pelham	AL	Shelby	35124
A227	Opelika	Central	Auburn - North College	334-887-1000	200 North College St.	Auburn	AL	Lee	36830
A228	Huntsville	North	North Madison	205-535-6890	7930 U.S. Highway 72 West	Madison	AL	Madison	35758
A229	Montgomery	Central	McGehee Road	334-265-3749	3080 McGehee Road	Montgomery	AL	Montgomery	36111
124 A233	Huntsville	North	Hampton Cove	205-535-6850	6639 Highway 431 South	Huntsville	AL	Madison	35763
F001	Pensacola	Northwest FL	Main	904-444-1000	70 North Baylen St	Pensacola	FL	Escambia	32501
F002	Pensacola	Northwest FL	Town & Country	904-444-1067	3300 North Pace Blvd.	Pensacola	FL	Escambia	32505
F003	Pensacola	Northwest FL	Warrington	904-444-1069	575 North Navy Blvd.	Pensacola	FL	Escambia	32507
F004	Pensacola	Northwest FL	Cordova	904-444-1061	5100 North 9th Ave	Pensacola	FL	Escambia	32504
F005	Pensacola	Northwest FL	Northcross	904-444-1068	8094 North Davis Hwy	Pensacola	FL	Escambia	32514
F006	Okaloosa	Northwest FL	Mary Esther	904-833-8226	420 Mary Esther Cutoff	Mary Esther	FL	Okaloosa	32569
F007	Pensacola	Northwest FL	Gulf Breeze	904-444-1065	400 Gulf Breeze Parkway	Gulf Breeze	FL	Santa Rosa	32561
F008	Pensacola	Northwest FL	Ensley	904-444-1063	4 East Nine Mile Rd.	Pensacola	FL	Escambia	32514
F009	Okaloosa	Northwest FL	Shalimar	904-833-8217	1248 North Eglin Pkwy	Shalimar	FL	Okaloosa	32579
F010	Pensacola	Northwest FL	Milton	904-444-1066	6499 Caroline St.	Milton	FL	Santa Rosa	32570
F011	Pensacola	Northwest FL	Fairfield	904-444-1064	8022 Lillian Hwy.	Pensacola	FL	Escambia	32506
F014	Okaloosa	Northwest FL	Niceville	904-833-8231	1200 John Sims Pkwy	Niceville	FL	Okaloosa	32578
F015	Pensacola	Northwest FL	Eastgate	904-444-1062	7130 North 9th Ave	Pensacola	FL	Escambia	32504
F016	Pensacola	Northwest FL	Belview	904-444-1060	4505 Sauley Field Rd	Pensacola	FL	Escambia	32526
F018	Panama City	Northwest FL	Thomas Drive	904-230-2040	2405 Thomas Drive	Panama City	FL	Bay	32407
F020	Panama City	Northwest FL	Beech	904-230-2030	12720 Middle Beach Rd.	Panama City	FL	Bay	32407
F023	Okaloosa	Northwest FL	Destin	904-833-8410	100 Main St.	Destin	FL	Okaloosa	32541
F024	Okaloosa	Northwest FL	Fort Walton Main	904-833-8116	25 Beal Parkway NE	Fort Walton	FL	Okaloosa	32546
F025	Panama City	Northwest FL	Main	904-747-4500	469 West 23rd St.	Panama City	FL	Bay	32405
F026	Okaloosa	Northwest FL	Sandestin	904-833-8250	5050 Highway 98 E.	Destin	FL	Walton	32541
F027	Okaloosa	Northwest FL	Racetrack Road	904-833-8250	212 Racetrack Rd.	Fort Walton	FL	Okaloosa	32547
F028	Pensacola	Northwest FL	Tiger Point	904-444-1071	3373 Gulf Breeze Pkwy	Gulf Breeze	FL	Santa Rosa	32566
F030	Pensacola	Northwest FL	Azalea Trace	904-444-1068	8094 North Davis Hwy	Pensacola	FL	Escambia	32514
F031	Tallahassee	Northwest FL	Buck Lake	904-878-0948	3102 Mahan Dr	Tallahassee	FL	Leon	32308
F032	Tallahassee	Northwest FL	Carnage Gate	904-894-2370	3425 Thomasville Rd.	Tallahassee	FL	Leon	32308
F033	Tallahassee	Northwest FL	Downtown	904-222-3727	201 South Monroe St.	Tallahassee	FL	Leon	32301
F034	Pensacola	Northwest FL	Pace	904-444-1073	3615 Highway 90	Pace	FL	Santa Rosa	32571
F035	Panama City	Northwest FL	Callaway	904-747-4650	805 South Tyndall Pkwy.	Panama City	FL	Bay	32404
F121	Pinellas/Pasco	West FL	Downtown Clearwater	813-462-1110	400 Cleveland St.	Clearwater	FL	Pinellas	34615
F123	Pinellas/Pasco	West FL	Palm Harbor	813-787-7820	33805 Highway 19 N	Palm Harbor	FL	Pinellas	34684
F124	Pinellas/Pasco	West FL	West Bay	813-585-4702	1350 West Bay Dr.	Largo	FL	Pinellas	34640
F126	Pinellas/Pasco	West FL	ICOT Center	813-524-7898	13501 ICOT Blvd.	Clearwater	FL	Pinellas	34620
F127	Pinellas/Pasco	West FL	Enterprise Road	813-668-8250	3021 Enterprise Rd. E.	Clearwater	FL	Pinellas	34619
F128	Pinellas/Pasco	West FL	East Lake Woodlands	813-786-0707	3132 Tampa Rd.	Oldsmar	FL	Pinellas	34677
F129	Pinellas/Pasco	West FL	Belleair Bluffs	813-586-5210	2845 West Bay Dr.	Belleair Bluffs	FL	Pinellas	34640
F130	Pinellas/Pasco	West FL	Harbor Oaks	813-298-0815	604 East Drad Rd	Clearwater	FL	Pinellas	34617
F136	Pinellas/Pasco	West FL	Tyrone	813-381-0901	3389 66th Street N.	St. Petersburg	FL	Pinellas	33710
F141	Pinellas/Pasco	West FL	Guilford	813-381-0304	5728 Guilford Blvd.	Guilford	FL	Pinellas	33707
F142	Pinellas/Pasco	West FL	Isle Del Sol	813-864-6007	5801 Sun Boulevard S.	St. Petersburg	FL	Pinellas	33715
F146	Tampa	West FL	Tampa Downtown	813-226-1100	100 North Tampa St.	Tampa	FL	Hillsborough	33602
F147	Tampa	West FL	Beil Shoals	813-643-1303	3522 Beil Shoals Road	Valrico	FL	Hillsborough	33594
F160	Pinellas/Pasco	West FL	Embassy Hills	813-648-6666	6424 Embassy Blvd.	Port Richey	FL	Pasco	34668
F161	Pinellas/Pasco	West FL	Gulf Highlands	813-661-3620	7512 State Road 52	Hudson	FL	Pasco	34667
F163	Pinellas/Pasco	West FL	Hudson	813-661-2944	14212 U.S. Highway 19 N.	Hudson	FL	Pasco	34667
F164	Pinellas/Pasco	West FL	Seven Springs	813-376-1798	4010 Little Rd.	New Port Richey	FL	Pasco	34655
F166	Pinellas/Pasco	West FL	Bardmoor	813-392-1207	9701 Starkey Rd.	Largo	FL	Pinellas	34647
F167	Pinellas/Pasco	West FL	Belleair-Highland	813-449-0518	1500 Belleair Rd.	Clearwater	FL	Pinellas	34616
F170	Pinellas/Pasco	West FL	Countryside	813-798-4497	2575 Countryside Blvd.	Clearwater	FL	Pinellas	34621
F171	Pinellas/Pasco	West FL	Dolphin Village	813-367-7891	4811 Gulf Blvd.	St. Pete Beach	FL	Pinellas	33708
F173	Pinellas/Pasco	West FL	Downtown St. Petersburg	813-823-0133	280 First Avenue S.	St. Petersburg	FL	Pinellas	33701
F174	Pinellas/Pasco	West FL	Dunedin	813-736-1995	1042 Main St.	Dunedin	FL	Pinellas	34698
F176	Pinellas/Pasco	West FL	Gateway	813-576-1194	8250 Ninth Street N.	St. Petersburg	FL	Pinellas	33702
F178	Pinellas/Pasco	West FL	Gulf-to-Bay	813-798-0488	655 South Belcher Rd	Clearwater	FL	Pinellas	34624
F179	Pinellas/Pasco	West FL	Mid-City	813-328-0412	3463 22nd Avenue N	St. Petersburg	FL	Pinellas	33713
F180	Pinellas/Pasco	West FL	Northwest	813-822-6454	3505 Fourth Street N	St. Petersburg	FL	Pinellas	33704
F181	Pinellas/Pasco	West FL	Oakhurst	813-593-3958	9396 Oakhurst Rd	Seminole	FL	Pinellas	34646
F183	Pinellas/Pasco	West FL	Pinellas Park	813-547-1525	4325 Park Blvd.	Pinellas Park	FL	Pinellas	34665
F184	Pinellas/Pasco	West FL	Safety Harbor	813-725-2541	601 Main St.	Safety Harbor	FL	Pinellas	34695

Tampa

Waters Avenue

6297 W. Waters Ave. Tampa, FL 33634

AmSouth Branch Listing
Revised 5-7-97

BRANCH	REPORT CITY	AREA	BRANCH NAME	PHONE	ADDRESS	CITY	ST	COUNTY	ZIP
F185	Pinebluffs/Pasco	West FL	Seminole	813-397-1491	7800 113th Street N.	Seminole	FL	Pinebluffs	34642
F186	Pinebluffs/Pasco	West FL	South Pasadena	813-384-3166	6800 Gulfport Boulevard S.	South Pasadena	FL	Pinebluffs	33707
F187	Pinebluffs/Pasco	West FL	Sunset-19	813-796-0196	2551 Sunset Point Rd.	Clearwater	FL	Pinebluffs	34625
F188	Pinebluffs/Pasco	West FL	Tarpon Springs	813-934-5786	905 Martin Luther King Jr. Dr.	Tarpon Springs	FL	Pinebluffs	34689
F189	Pinebluffs/Pasco	West FL	Tn-City	813-535-5527	5200 East Bay Dr.	Clearwater	FL	Pinebluffs	34624
F193	Pinebluffs/Pasco	West FL	Gulf Gate	813-923-4189	2353 Stoney Point Rd.	Sarasota	FL	Sarasota	34231
F194	Pinebluffs/Pasco	West FL	Sarasota Commons	813-854-0580	935 North Beneva Rd.	Sarasota	FL	Sarasota	34232
F195	Pinebluffs/Pasco	West FL	Southeast Plaza	813-377-0846	4280 Bee Ridge Rd.	Sarasota	FL	Sarasota	34233
F196	Ocala	Central FL	Spring Hill	352-683-6385	1500 Pinehurst Drive	Spring Hill	FL	Hernando	34606
F197	Tampa	West FL	Carrollwood	813-962-2704	13944 North Dale Mabry	Tampa	FL	Hillsborough	33618
F198	Tampa	West FL	Palma Cava	813-254-6071	3902 Henderson Blvd.	Tampa	FL	Hillsborough	33629
F211	Fort Myers	West FL	College Parkway	941-482-1577	8655 College Parkway S.W.	Fort Myers	FL	Lee	33919
F212	Fort Myers	West FL	North Fort Myers	941-897-1477	13520 Cleveland Avenue N.	N. Fort Myers	FL	Lee	33903
F213	Fort Myers	West FL	Cape Coral	941-845-1577	1507 Cape Coral Parkway E.	Cape Coral	FL	Lee	33904
F215	Fort Myers	West FL	Del Tura	941-731-1000	18621 North Tamiami Trail	N. Fort Myers	FL	Lee	33903
F220	Fort Myers	West FL	Del Prado	941-574-5444	1821 Del Prado Blvd.	Cape Coral	FL	Lee	33980
F222	Fort Myers	West FL	Port Charlotte	941-625-9866	2100 Gordon Nelson Blvd.	Port Charlotte	FL	Charlotte	33952
F231	Naples	West FL	Naples Main	941-261-5522	4851 Tamiami Trail	Naples	FL	Collier	33940
F232	Naples	West FL	Pine Ridge	941-591-3151	1697 Pine Ridge Rd.	Naples	FL	Collier	33942
F233	Naples	West FL	Gulfshore Boulevard	941-434-5673	1400 Gulfshore Boulevard N.	Naples	FL	Collier	33940
F234	Naples	West FL	Rattlesnake Hammock Road	941-732-1555	5484 Rattlesnake Hammock Rd.	Naples	FL	Collier	33962
F236	Naples	West FL	Marco Island	941-642-4455	608 Bald Eagle Dr.	Marco Island	FL	Collier	33937
F237	Naples	West FL	Vineyards	941-352-6919	5909 Pine Ridge Rd.	Naples	FL	Collier	33999
F238	Naples	West FL	Parloway Center	941-649-8019	2150 Goodlette Rd.	Naples	FL	Collier	33940
F240	Naples	West FL	Eighth Street	941-263-1600	405 8th Street S.	Naples	FL	Collier	33940
F251	Ocala	Central FL	Downtown	352-629-9800	406 East Silver Springs Blvd.	Ocala	FL	Manon	34470
F252	Ocala	Central FL	Dunnetton	352-489-2419	20381 East Pennsylvania Ave	Dunnetton	FL	Manon	34430
F253	Ocala	Central FL	Silver Springs Shores	352-687-2174	9351 Mancamp Rd.	Ocala	FL	Manon	34472
F254	Ocala	Central FL	East	352-368-6700	2800 East Silver Springs Blvd.	Ocala	FL	Manon	34470
F255	Ocala	Central FL	Forest	352-625-1166	451 South Highway 314-A	Silver Springs	FL	Manon	34488
F256	Ocala	Central FL	Inverness	352-726-9022	301 U.S. Highway 41 S	Inverness	FL	Crus	34450
F258	Ocala	Central FL	Brooksville	352-796-5106	1290 South Broad St.	Brooksville	FL	Hernando	34601
F259	Ocala	Central FL	South	352-732-3806	1030 Southeast 17th St.	Ocala	FL	Manon	34471
F260	Ocala	Central FL	Beverly Hills	352-746-2221	3860 North Lecanto Hwy	Beverly Hills	FL	Crus	34465
F261	Ocala	Central FL	Paddock Park	352-237-1194	3232 Southwest College Rd.	Ocala	FL	Manon	34474
F263	Ocala	Central FL	Bellevue	352-245-5106	10715 Southeast Highway 441	Bellevue	FL	Manon	34420
F264	Ocala	Central FL	Homosassa	352-628-3276	4556 South Suncoast Blvd.	Homosassa	FL	Crus	34448
F268	Ocala	Central FL	North	352-622-6233	2734 Northeast Jacksonville Rd.	Ocala	FL	Manon	34470
F269	Ocala	Central FL	West 200	352-854-7662	8721 Southwest Highway 200	Ocala	FL	Manon	34474
F274	Ocala	Central FL	Bushnell	352-793-2225	802 North Main St.	Bushnell	FL	Sumter	33513
F282	Jacksonville	Central FL	Mandarin	904-281-2730	9356 San Jose Blvd.	Jacksonville	FL	Duval	32257
F283	Jacksonville	Central FL	Blackstone	904-281-2640	233 East Bay St.	Jacksonville	FL	Duval	32202
F284	Jacksonville	Central FL	St. Augustine	904-281-2690	6263 St. Augustine Rd.	Jacksonville	FL	Duval	32217
F285	Jacksonville	Central FL	Glynn	904-281-2650	6524 Atlantic Blvd.	Jacksonville	FL	Duval	32211
F286	Jacksonville	Central FL	Baymeadows	904-281-2720	9421 Baymeadows Rd.	Jacksonville	FL	Duval	32256
F288	Jacksonville	Central FL	Roosevelt Boulevard	904-281-2660	4297 Roosevelt Blvd.	Jacksonville	FL	Duval	32210
F301	Orlando	Central FL	Ocoee	407-656-2400	252 North Apopka Hwy	Orlando	FL	Orange	34761
F303	Orlando	Central FL	Main	407-246-8900	65 North Orange Ave.	Orlando	FL	Orange	32801
F304	Orlando	Central FL	Winter Park	407-740-6222	220 West Fairbanks Ave.	Orlando	FL	Orange	32789
F306	Orlando	Central FL	South Orlando	407-246-8960	500 East Michigan St.	Orlando	FL	Orange	32806
F307	Orlando	Central FL	Kirkman Road	407-351-0330	5401 South Kirkman Rd.	Orlando	FL	Orange	32819
F310	Orlando	Central FL	Mims	407-268-2022	2350 North U.S. Highway 1	Mims	FL	Brevard	32754
F311	Orlando	Central FL	Garden Street	407-383-1971	2525 Garden Street	Titusville	FL	Brevard	32796
F312	Orlando	Central FL	Cheney Highway	407-264-3800	905 Cheney Highway	Titusville	FL	Brevard	32780
F314	Orlando	Central FL	17-92	407-629-1900	925 South Orlando Ave.	Orlando	FL	Orange	32789
F317	Orlando	Central FL	Kissimmee/Fortune Park	407-396-4225	5495 West Irio Bronson Hwy	Orlando	FL	Osceola	34746
F318	Orlando	Central FL	Winter Garden	407-656-3633	14075 West Colonial Dr.	Orlando	FL	Orange	34787
118 F322	Pinebluffs/Pasco	West FL	Holiday	813-937-5173	2338 U.S. Highway 19	Holiday	FL	Pinson	34691
G001	Rome	Tenn / Ga	Summerville	706-857-4771	101 East Washington	Summerville	GA	Chattooga	30747
G002	Rome	Tenn / Ga	West Rome	706-236-3975	2101 Shorter Ave.	Rome	GA	Floyd	30165
G003	Rome	Tenn / Ga	Annuchee	706-236-3996	3040 Martha Berry Hwy.	Rome	GA	Floyd	30165
G005	Rome	Tenn / Ga	Main	706-295-7700	1400 Turner McCall Blvd.	Rome	GA	Floyd	30162
G010	Rome	Tenn / Ga	Calhoun	706-629-2848	208 North Wall St.	Calhoun	GA	Gordon	30701
G020	Fort Oglethorpe	Tenn / Ga	Fort Oglethorpe	706-881-2393	385 Battlefield Pkwy	Fort Oglethorpe	GA	Catoosa	30742
7 G021	Fort Oglethorpe	Tenn / Ga	LaFayette	706-638-6556	710 North Main St.	LaFayette	GA	Walker	30728
T002	Nashville	Tenn / Ga	Green Hills	615-401-6130	2207 Crestmoor Rd.	Nashville	TN	Davidson	37215
T003	Nashville	Tenn / Ga	Hendersonville	615-824-1331	221 East Main Street	Hendersonville	TN	Sumner	37075
T004	Nashville	Tenn / Ga	Gallatin	615-452-5098	150 West Main St.	Gallatin	TN	Sumner	37066
T005	Nashville	Tenn / Ga	Hickory Hollow	615-401-6120	5323 Mt. View Rd.	Nashville	TN	Davidson	37013
T007	Nashville	Tenn / Ga	Downtown-Main	615-291-5285	330 Union St.	Nashville	TN	Davidson	37201
T008	Nashville	Tenn / Ga	Bellevue	615-401-6100	181 Balle Forrest Cir.	Nashville	TN	Davidson	37221
T009	Nashville	Tenn / Ga	Brentwood	615-401-6110	5029 Harpeth Drive	Brentwood	TN	Williamson	37027
T010	Nashville	Tenn / Ga	Rivergate	615-734-3420	2227 Gallatin Road	Nashville	TN	Davidson	37115
T011	Nashville	Tenn / Ga	West End	615-734-3400	2814 West End Avenue	Nashville	TN	Davidson	37203
T012	Nashville	Tenn / Ga	Franklin	615-734-3430	1304 Murfreesboro Road	Franklin	TN	Williamson	37064
T014	Nashville	Tenn / Ga	Bellevue Bruno's	615-734-3420	7604 Highway 70 South	Nashville	TN	Davidson	37221
T026	Nashville	Tenn / Ga	Fayetteville	615-433-4537	310 West College St.	Fayetteville	TN	Lincoln	37334
T028	Chattanooga	Tenn / Ga	Signal Mountain	423-866-6080	Piazza Shopping Center Telft Hwy	Signal Mountain	TN	Hamilton	37377
T029	Chattanooga	Tenn / Ga	Lookout Valley	423-821-1578	3303 Cummings Hwy	Chattanooga	TN	Hamilton	37419
T033	Chattanooga	Tenn / Ga	East Ridge	423-624-4601	4334 Ringgold Rd.	Chattanooga	TN	Hamilton	37412
T035	Chattanooga	Tenn / Ga	Main	423-752-1572	601 Market Center	Chattanooga	TN	Hamilton	37402
T036	Chattanooga	Tenn / Ga	Bramerd	423-894-1058	5515 Bramerd Rd.	Chattanooga	TN	Hamilton	37411
T041	Chattanooga	Tenn / Ga	Highland	423-877-1122	3694 Hoson Pike	Chattanooga	TN	Hamilton	37415
T042	Chattanooga	Tenn / Ga	Highway 58	423-894-6214	4757 Highway 58	Chattanooga	TN	Hamilton	37418
T043	Chattanooga	Tenn / Ga	Gunbarrel Road	423-634-4022	2120 Gunbarrel Rd.	Chattanooga	TN	Hamilton	37421
T044	Chattanooga	Tenn / Ga	Dallas Bay	423-842-0503	8535 Hoson Pike	Hoson	TN	Hamilton	37343
T045	Chattanooga	Tenn / Ga	Dayton	423-775-1522	401 North Market St.	Dayton	TN	Rhea	37321
T046	Chattanooga	Tenn / Ga	Bradley Square	423-479-9681	178 Paul Huff Parkway	Cleveland	TN	Bradley	37312
T048	Chattanooga	Tenn / Ga	Northgate	423-634-4060	1965 Northpoint Blvd.	Chattanooga	TN	Hamilton	37343
25 T049	Chattanooga	Tenn / Ga	Ocoee Street	423-476-0279	440 Ocoee St.	Chattanooga	TN	Bradley	37311

Tampa

Town & Country

10109 W. Hillsborough Ave. Tampa, FL

33615

EXHIBIT G

Directors and Officers of the Resulting Financial Institution

DIRECTORS:

<u>Name</u>	<u>Address</u>
J. Harold Chandler	One Fountain Square, Chattanooga, TN 37402
Rodney C. Gilbert	3700 Old Leeds Road, Birmingham, AL 35213
Elmer B. Harris	P.O. Box 2641, Birmingham, AL 35291
Donald E. Hess	750 Lakeshore Parkway, Birmingham, AL 35211
Ronald L. Kuehn, Jr.	P.O. Box 2563, Birmingham, AL 352032
James R. Malone	100 South Ashley Drive, #1540, Tampa, FL 33602
Claude B. Nielsen	P.O. Box 2006, Birmingham, AL 35201
Benjamin F. Payton	399 Montgomery Road, Tuskegee, AL 36083
C. Dowd Ritter	P.O. Box 11007, Birmingham, AL 35288
Herbert A. Sklenar	P.O. Box 530187, Birmingham, AL 35253

EXECUTIVE OFFICERS (MANAGEMENT COMMITTEE):

<u>Name & Title</u>	<u>Address</u>
C. Dowd Ritter Chairman, President & Chief Executive Officer	P.O. Box 11007, Birmingham, AL 35288
Michael C. Baker Senior Executive Vice President, Capital Management Group Head	P.O. Box 11007, Birmingham, AL 35288

Sloan D. Gibson, IV
Senior Executive Vice President,
Commercial Banking Group Head

P.O. Box 11007, Birmingham, AL 35288

Kristen M. Hudak
Senior Executive Vice President,
Chief Financial Officer

P.O. Box 11007, Birmingham, AL 35288

W. Charles Mayer, III
Senior Executive Vice President,
Alabama Banking Group Head

P.O. Box 11007, Birmingham, AL 35288

Candice W. Rogers
Senior Executive Vice President,
Consumer Banking and Marketing
Group Head

P.O. Box 11007, Birmingham, AL 35288

E.W. Stephenson, Jr.
Senior Executive Vice President,
Florida Banking Group Head

100 North Tampa Street, Tampa, FL 33602

Alfred W. Swan, Jr.
Senior Executive Vice President,
Florida West Coast Area and
Commercial Banking

113535 Feather Sound Drive, Clearwater, FL 34622

David B. Edmonds
Executive Vice President,
Human Resources Director

P.O. Box 11007, Birmingham, AL 35288

O.B. Grayson Hall, Jr.
Executive Vice President,
Operations & Technology
Group Head

P.O. Box 11007, Birmingham, AL 35288

Stephen A. Yoder
Executive Vice President,
General Counsel

P.O. Box 11007, Birmingham, AL 35288

Exhibit H

ARTICLES OF INCORPORATION

AMSOUTH BANK

WHEREAS, AmSouth Bank of Alabama, AmSouth Bank of Florida, AmSouth Bank of Tennessee and AmSouth Bank of Georgia are merging with and into AmSouth Bank of Walker County, effective upon the consummation of such merger the Articles of Incorporation of AmSouth Bank of Walker County are hereby amended and restated as follows:

FIRST: The name of the Corporation is AmSouth Bank.

SECOND: The purposes, objectives and powers of the Corporation are:

- (a) To be and serve as an Alabama state bank with all the power and authority that may be exercised by an Alabama state bank.
- (b) To engage in any and all activities permissible under the laws of the State of Alabama for a corporation doing business as a bank including without limitation all powers (including incidental powers) set forth in Code of Alabama 1975, section 5-5A-18 as amended from time to time, it being intended that the terms "bank" and "banking" as used in this Article SECOND shall not restrict the Corporation from engaging in any activity permitted by statute, rule, regulation or order of the appropriate regulatory authority.
- (c) To do all things necessary and incidental to carrying on the business of banking and such business as is done by trust companies doing a bank business.
- (d) To buy, sell, lease, acquire, own, use and occupy real property in any locality, in a legal manner, that may be necessary or convenient for the performance and maintenance of said banking business.
- (e) To enter into contracts with persons, firms, associations and corporations for services of each and every kind that may be necessary or beneficial to the welfare of said banking business.
- (f) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of such bank having taken over such business as a result of a foreclosure of any

mortgage or collateral security that it might necessarily have taken over; provided, however, that said authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.

- (g) To do each and every legal thing that may be for the betterment or welfare of said banking business, including, without limitation, merging with or into another entity as permitted by law.

THIRD: The authorized amount of capital stock of this Corporation shall be 10,000 shares of one class of common stock of the par value of one dollar (\$1.00) each, but said capital stock may be increased or decreased from time to time in accordance with the provisions of the laws of the State of Alabama.

FOURTH: The directors of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (a) the amount of financial benefit received by the director to which he or she was not entitled; (b) an intentional infliction of harm on the Corporation or its shareholders; (c) a violation of Section 10-2B-8.33 of the Code of Alabama 1975 as amended from time to time; (d) an intentional violation of criminal law; or (e) a breach of the director's duty of loyalty to the Corporation or its shareholders.

FIFTH: These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of the majority of the stock of this Corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

SECTION I
(1-3 MUST BE COMPLETED)

Assistant Secretary