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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

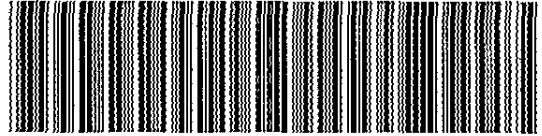
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Withdrawal/cus  
@ 12/3/03

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

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November 6, 2003

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GEORGIA, ILLINOIS, LOUISIANA, NEW YORK AND VIRGINIA

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Withdrawal of Authority by Foreign Corporation**

Dear Sir or Madam:

Pursuant to authority granted by the United States Comptroller of the Currency, Colonial Bank, a state chartered bank organized under the laws of the state of Alabama, converted to a national banking association on August 8, 2003. As a result of the conversion Colonial Bank desires to withdraw its registration as a foreign corporation qualified to do business in Florida.

Accordingly, please find enclosed three executed copies of Florida's "Application by Foreign Corporation for Withdrawal of Authority" form. Enclosed also is a check payable to the Florida Department of State, in the amount of \$35.00.

I trust that the information provided herein will be sufficient to your needs in executing this request. Please forward to my attention, at the above address, a copy of any item(s) issued by your office evidencing completion of said withdrawal. Thank you in advance and do not hesitate to call if I can be of assistance in this endeavor.

Sincerely,



M. Brandon Meadows

Enclosure(s)

cc: Lisa Portis, Colonial Bank

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03 NOV 21 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

Colonial Bank

(Name of Corporation)

Alabama

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

One Commerce Street, Suite 500

(Mailing Address)

Montgomery, AL 36104

(City/ State /Zip)

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

*William A. McCray*

Signature of the chairman or vice chairman of the board,  
president, or any officer, or if the corporation is in the hands of a  
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

*General Counsel & Secretary*

Title

*William A. McCray*

Typed or printed name

*11/12/03*

Date