

F97000006016

CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

November 5, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
97 NOV 12 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BANCORPSOUTH BANK (MS DOMESTIC)
Order #: 1005115

Counsel: Les Alvis
Riley Ford Caldwell & Cork
207 Court Street
Tupelo, MS 36802

400002345074--1
-11/12/97--01035--001
*****70.00 *****70.00

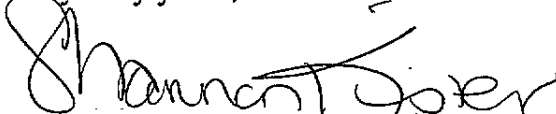
Gentlemen:

As requested by counsel, we enclose for filing an Application for Authorization on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,



Shannon P. Kister
Customer Specialist

enc.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. BancorpSouth Bank
(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. Mississippi
(State or country under the law of which it is incorporated)
3. 64-0117230
(FEI number, if applicable)
4. September 28, 1886
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. One Mississippi Plaza, Tupelo, Mississippi 38802-0789
(Current mailing address)
8. Leasing and commercial lending.
(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: C T Corporation System

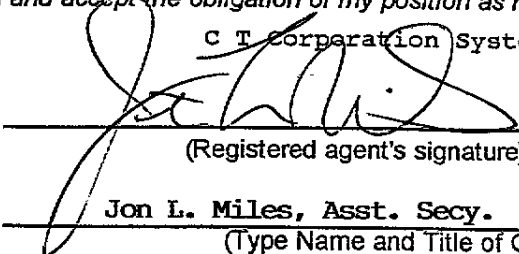
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Jon L. Miles, Asst. Secy.

(Type Name and Title of Officer)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


FILED
97 NOV 12 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

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

13.

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

14. Aubrey Burns Patterson, Chairman

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

FILED
97 NOV 12 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 30, 1997

Les Alvis
Riley, Ford, Caldwell & Cork, PA
207 Court Street
Post Office Box 1836
Tupelo, Mississippi 38802-1836

Dear Mr. Alvis:

Re: "BancorpSouth Bank dba First Continental Leasing"

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 as a foreign corporation 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
(904) 414-8058

:kr

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

FILED
97 NOV 28 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

FILED
97 NOV 12 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Eric Clark, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify as follows:

That on September 28, 1886, the State of Mississippi issued a charter to **BANK OF TUPELO**.

That on August 24, 1966, an amendment was filed, changing the name to **BANK OF MISSISSIPPI**.

That on August 8, 1997, an amendment was filed, changing the name to **BANCORPSOUTH BANK**.

That insofar as the records of this office are concerned, the said **BANCORPSOUTH BANK** is in good standing.

Given under my hand
and seal of office
September 18, 1997

Eric Clark

Eric Clark
Secretary of State



BANCORPSOUTH BANK
A Mississippi Banking Corporation

Directors

James D. Bryan
James E. Campbell, III
Albert C. Clark
Richard H. Clark, M.D.
Shed H. Davis
T. Lewis Fowler, Jr.
Hassell H. Franklin
O. T. "Tony" Gaines
L. E. "Bo" Gibens
Fletcher H. Goode, M.D.
J. Louis Griffin, Jr.
W. G. Holliman, Jr.
J. L. Holloway

A. Douglas Jumper
Larry G. Kirk
Turner O. Lashlee
Patricia P. Lewis
Tommy Munro
Aubrey B. Patterson
Alan W. Perry
Frank A. Riley
Travis E. Staub
Andrew R. Townes, D.D.S.
H. L. "Sandy" Williams
Lowery A. Woodall
Melvin Wright, Sr. D.D.S.

Officers

Aubrey B. Patterson
Charles McKee
Cathy Freeman
Nash Allen
Harry Baxter
Gregg Cowser
Charlie Greer
Gary Harder
Clyde Hubbard
Tally Riddell
Cathy Robertson
Mike Sappington
Rick Wilburn
Larry Bateman
Ron Hodges
Mike Weeks

Chairman and Chief Executive Officer
Vice Chairman
Secretary
Treasurer
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 12 PM 4:58

FILED

ADDRESS FOR ALL DIRECTORS AND OFFICERS:

Chairman's Office
One Mississippi Plaza
Tupelo, Mississippi 38801

Telephone (601) 680-2084