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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: AMSOUTH Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DONALD R. LEWIS
(Name of Person)

AMSOUTH Inc
(Firm/Company)

2878 CARNES RD
(Address)

JONESBORO GA 30236
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

DONALD R. LEWIS at (404) 846-6960.
(Name of Person) Area Code & Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned DONALD R. LEWIS, do hereby certify
(Name)

that this Resolution of the Board of Directors of AMSOUTH, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of GA,

was duly adopted on 23 JUNE, 19 98.

Be it resolved, that AMSOUTH, INC.,
(Corporate Name)

organized and existing in the State of GA, hereby adopts the name

AMSOUTH U.S.A INC for use in Florida.

Dated: 6-23-98

Donald R. Lewis
Signature of either Chairman, Vice Chairman or any officer

DONALD R. LEWIS
Type or print name

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TALLAHASSEE FLORIDA

**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. AMSOUTH, Inc.
(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. GA 3. 593305205
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-24-94 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.)

7. 2878 CARNES Rd
JONESBORO, GA 30236
(Current mailing address)

8. Profit
(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: FRANK GOSNER

Office Address: 5800 West Bay Dr
LARGO, FL, Florida, _____
(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.

Frank M. Gosner
(Registered agent's signature)

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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: DONALD R. LEWIS

Address: 2878 CARNES RD

TOWNSBORO, GA 30236

Vice President: TROY HOSKINS

Address: 138 BURNHAM RD

BEACHTOWN CITY, GA

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Donald R. Lewis, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DONALD R. LEWIS, PRESIDENT
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981670820
CONTROL NUMBER : 9431877
DATE INC/AUTH/FILED: 12/28/1994
JURISDICTION : GEORGIA
PRINT DATE : 06/16/1998
FORM NUMBER : 211

AMSOUTH, INC.
2878 CARNES ROAD
JONESBORO, GA 30236

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AMSOUTH, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State