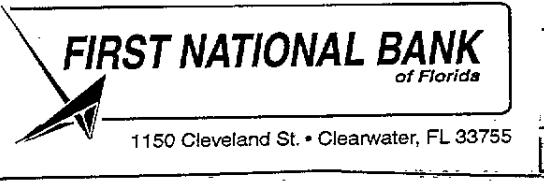


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*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
99 OCT -4 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Cent. of Surrender



This certificate of surrender was filed after the letter from the Office of the Comptroller was made a part of our records.

S. PAYNE OCT 15 1999

Examiner's Initials

*Corrected name
- eff date*



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF SURRENDER OF STATE CHARTER

This is to certify that CITIZENS BANK OF CLEARWATER n/k/a CITIZENS BANK & TRUST
(Corporate Name)

237-T located at 1150 CLEVELAND STREET
(Corporate Document Number) (Street Address)

CLEARWATER, FL 33755
(City/State/Zip)

has completed the Merger/Conversion (circle one) of said corporation to or into a National/Federal
institution under the name of

FIRST NATIONAL BANK OF FLORIDA

effective 10/8/98, and does hereby surrender its charter as a
chartered institution and Florida corporation.

FILED
99 OCT -4 PM 3:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This certificate is signed by an authorized officer this 21st day of
September, 1999

FIRST NATIONAL BANK OF FLORIDA

(Institution Name)

David P. Stone (Authorized Officer) President & C.E.O.

FILING FEE: \$35