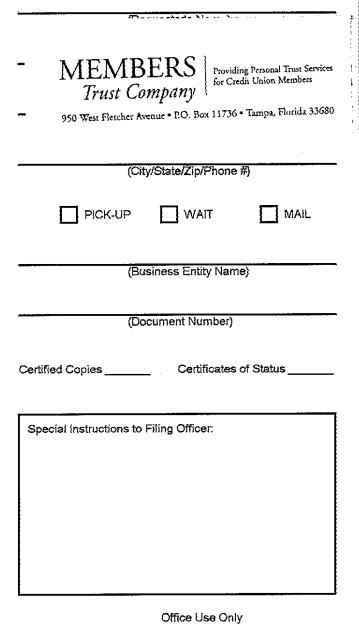
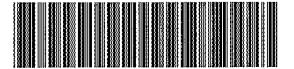
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SECRETARY OF STATE
TALLAHASSEE, FLORID,

Gertificate of-Surrender

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

Certificate of Surrender of State Charter

Members Trust Company

This is to certify that Members Trust Company, Certificate Number 213-T Corporate Document Number J43486, the main office of which was located at 950 West Fletcher Avenue, Tampa, Florida 33612, has been merged with and into Members Trust Company, FSB, a federal savings bank. As a consequence of the merger, Members Trust Company hereby surrenders its charter as a state-chartered financial institution and Florida corporation. The merger was effective on October 30, 2003.

This Certificate has been signed by a duly authorized officer of Members Trust Company as of this 31 day of October, 2003.

Members Trust Company

By: Tom E. Walker

President

FILING FEE \$35.00

Division of Corporations * P.O. Box 6327 * Tallahassee, Florida 32314