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Account Number : 076666002273  
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**LLC DISSOLUTION OR WITHDRAWAL  
OB PAN AMERICAN LLC**

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**G. MCLEOD**

SEP 13 2010

**EXAMINER**

**ARTICLES OF DISSOLUTION  
OF PAN AMERICAN LLC**

Pursuant to Section 608.455, Florida Statutes, OB Pan American LLC, a Florida limited liability company (the "Company"), submits the following articles of dissolution:

**ARTICLE I  
NAME**

The name of the Company is: OB Pan American LLC.

**ARTICLE II  
DATE OF FILING ARTICLES OF ORGANIZATION**

The Articles of Organization for the Company were filed on June 22, 2009, and assigned document number L09000060557.

**ARTICLE III  
ADOPTION OF DISSOLUTION**

The resolution to dissolve the Company was adopted on September 10 2010, by written consent of the sole member of the Company and executed in accordance with Section 608.441, Florida Statutes.

**ARTICLE IV  
EFFECTIVE DATE**

The effective date of the dissolution will be on the date on which these Articles of Dissolution are filed by the Secretary of State of the State of Florida.

**ARTICLE V  
DEBTS, OBLIGATIONS AND LIABILITIES**

All debts, obligations and liabilities of the Company have been paid, discharged or otherwise satisfied.

**ARTICLE VI  
PROPERTY AND ASSETS**

All the remaining property and assets of the Company have been distributed to the sole member.

**ARTICLE VII  
NO SUITS PENDING**

There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Company by IB SPE Management, Inc., a Delaware corporation, as the manager on September 10 2010.

IB SPE MANAGEMENT, INC.

By: Elizabeth P. Trotter  
Name: Elizabeth P. Trotter  
Title: Secretary

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**PLAN OF COMPLETE LIQUIDATION  
OB PAN AMERICAN LLC**

1. This Plan of Complete Liquidation (this "Plan") is intended to accomplish the complete liquidation of OB Pan American LLC, a Florida limited liability company (the "Company"). The sole member of the Company is IBERIABANK (the "Member") that owns all of the issued and outstanding limited liability company membership interests or units of the Company. Pursuant to that certain Second Amended and Restated Operating Agreement of Limited Liability Company, dated February 10, 2010, the sole manager of the Company is IB SPE Management, Inc., a Delaware corporation (the "Manager").

2. This Company shall cease to carry on its business, except in so far as may be necessary for the winding up thereof.

3. This Company has no known creditors or claimants. Accordingly, there being no known creditors or claimants, notice of the fact that this Company has adopted a plan to voluntarily dissolve need not be mailed to creditors or claimants against this Company.

4. On or before September 30, 2010, the Manager will cause the Company to transfer and convey to the Member the remaining cash and assets of the Company, if any.

5. The Manager shall take all necessary steps to: (a) dissolve this Company; (b) end the existence of the Company as a limited liability company under the laws of the State of Florida by written consent of the Member, as the sole member of the Company, pursuant to Section 608.441, Florida Statutes; and (c) file Articles of Dissolution with the Secretary of State of the State of Florida in accordance with Sections 608.445 and 608.446, Florida Statutes.

6. The Manager is authorized to do and perform such acts, execute and deliver such documents and do all other things as may be reasonably necessary or advisable to accomplish this Plan.

IN WITNESS WHEREOF, IBERIABANK, as the sole member of the Company, has caused this Plan of Complete Liquidation to be executed as of September 10, 2010.

IBERIABANK

By: St. T. Kelley  
Name: Steven T. Kelley  
Title: Sr. Vice President