

L49509
PINEBANK

June 22, 1998

Florida Department of State
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

000002571140--9
-06/24/98--01001--018
*****35.00 *****35.00

Re: PineBank - Articles of Dissolution

Gentlemen:

Attached are the Articles of Dissolution along with our check in the amount of \$35.00 to cover the cost of filing them.

Please call me if you need any additional information.

Sincerely,



Lorie Yarchin
Senior Vice President &
Chief Operating Officer

EFFECTIVE DATE
6/30/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:35

Attachment

Banking is
aware of
this - OK to

LY/gj-255

File for
EB

Dissolution
of 6/24/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 24 AM 11:35

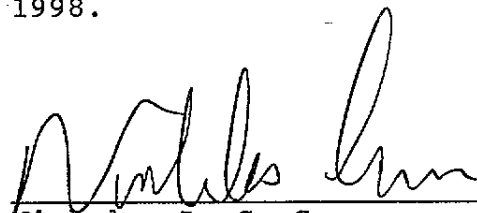
ARTICLES OF DISSOLUTION

EFFECTIVE DATE
6/30/98

Pursuant to the provisions of section 607.1402, Florida Statutes (1997), PINEBANK, a Florida banking corporation, hereby submits the following Articles of Dissolution to the Florida Department of State for filing:

1. The name of the corporation is PINEBANK.
2. Dissolution of the corporation was authorized on May 29, 1998.
3. Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
4. The effective date of the corporation's dissolution shall be June 30, 1998, contemporaneous with the effective date of the corporation's conversion to a national banking association with the name PINEBANK, NATIONAL ASSOCIATION, in accordance with the laws of the United States of America.
5. From and after the effective date of the corporation's dissolution, the assets and liabilities of the corporation shall continue in the name of PINEBANK, NATIONAL ASSOCIATION pursuant to Articles of Association on file with the United States Comptroller of the Currency.

Signed this 22 day of June, 1998.



Nicholas L. S. Cross
President