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FILING COVER SHEET

REFERENCE:

0150 5003

DATE:

12/30/98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Union Planters Finance Group, Inc

FILED
98 DEC 30 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 3845 FOR \$ 35.00

PLEASE FILE:

- | | | |
|--|--|---|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input checked="" type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- | | | |
|---|--|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input checked="" type="checkbox"/> STAMPED COPY |
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CC
Examiner's Initials

12-30-98

800002725938-3
-12/30/98-01005-021
*****35.00 *****35.00

ARTICLES OF DISSOLUTION
OF
UNION PLANTERS FINANCE GROUP, INC.

FILED
98 DEC 30 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is Union Planters Finance Group, Inc. (the "Corporation").

II.

The principal office is located at:

1221 Brickell Avenue
Miami, Florida 33131

III.

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.

IV.

All the remaining property and assets of the Corporation have been distributed to its sole shareholder.

V.

There are no actions pending against the Corporation in any court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

VI.

Attached hereto is a copy of the written consent of the Corporation's sole shareholder, signed by said shareholder, in which the sole shareholder consented to and authorized the dissolution of the Corporation effective as of December 29, 1998.

VII.

The name and address of the statutory agent of the Corporation is as follows:

Laurence Meyerson
1221 Brickell Avenue, 6th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, Union Planters Finance Group, Inc. has cause these Articles of Dissolution to be executed by its authorized officers effective as of December 29, 1998.


UNION PLANTERS FINANCE GROUP, INC.

By: Lucious T. Harris
Lucious T. Harris
Treasurer

By: Timothy E. Kish
Timothy E. Kish
Secretary

STATE OF FLORIDA)
)
COUNTY OF MIAMI- DADE)

These Articles of Dissolution were acknowledged before me this 29th day of December, 1998, by Lucious T. Harris and Timothy E. Kish, the Treasurer and Secretary respectively of Union Planters Finance Group, Inc., a Florida corporation, on behalf of the Corporation.

 Rosano Ahmed
My Commission CC672239
Expires August 17, 2001

Rosano Ahmed
Notary Public

WRITTEN CONSENT OF THE SHAREHOLDER

OF

UNION PLANTERS FINANCE GROUP, INC.

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being the Sole Shareholder of Union Planters Finance Group, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholder, does hereby adopt and approve the resolutions set forth below, and directs the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the Shareholder of the Corporation.

WHEREAS, the Sole Shareholder of the Corporation deems that it is in the best interest of the Corporation that the Corporation be liquidated and dissolved as soon as practicable, pursuant to the Plan of Complete Liquidation and Dissolution of the Corporation attached hereto as Exhibit A (the "Plan");

NOW, THEREFORE, BE IT RESOLVED, that the Sole Shareholder hereby authorizes, approves and adopts the Plan, and the officers of the Corporation are expressly authorized to execute and file the Articles of Dissolution with the Florida Department of State and to negotiate, agree upon, execute and deliver from time to time in the name and on behalf of the Corporation, such agreements, consents, documents, instruments, certificates, notices and other assurances and to do and perform any and all such other actions and things as may to any of them seem necessary or proper to implement, effect, consummate and carry out the foregoing and the Plan.

Executed by the undersigned, the Sole Shareholder of the Corporation, effective as of December 29, 1998.

UNION PLANTERS BANK, N.A.

By: _____

Timothy E. Kish

Executive Vice President and General Counsel

EXHIBIT A

**Plan of Complete Liquidation and Dissolution of
Union Planters Finance Group, Inc.**

A. All of the assets of Union Planters Finance Group, Inc., a Florida corporation (the "Corporation"), after payment of or provisions for all its liabilities, shall be assigned, transferred, conveyed and distributed to the Sole Shareholder in complete liquidation of the Corporation as soon as practicable in one or more liquidating distributions, such distribution or distributions to be in complete cancellation and redemption of all of the shares of the Corporation.

B. The Corporation shall file on a timely basis with the Internal Revenue Service and any other governmental authority having jurisdiction, all form, returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.

C. As soon as practicable after the liquidation of the Corporation has been completed by distribution of all its remaining assets to the Sole Shareholder, the Corporation shall be voluntarily dissolved pursuant to the Florida Business Corporation Act, and the officers and directors of the Corporation are authorized to execute and file all documents necessary to effect such dissolution.

D. The officers and directors of the Corporation are empowered, authorized and directed to enter into, execute, deliver and file any and all agreements, documents or other instruments, and to do any and all other things in the name and on behalf of the Corporation which they may deem necessary or desirable to carry out the provisions, purposes and intent of this Plan.