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**INTER-OFFICE
COMMUNICATION**

**COMPTROLLER OF FLORIDA
DIVISION OF BANKING**

DATE: August 26, 1997

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: Addition of Trust Powers for Compass Bank,
Jacksonville, Duval County, Florida

300002280173--9

-08/28/97--01110--002

****192.50 ****192.50

Please file the attached Amendment to the Articles of Incorporation
for the above-referenced bank, using the CURRENT DATE, as the
effective date.

Please make the following distribution of certified copies:

- (1) Mail one copy to: Division of Banking
Licensing and Chartering
- (2) Mail one copy to: Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Atlanta, Georgia 30303-1731
- (3) Mail one copy to: Mr. Joseph B. Cartee
Balch & Bingham
1901 Sixth Avenue North, Suite 2600
Birmingham, Alabama 35203

FILED
97 AUG 27 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also, attached is a check which represents payment of the filing fees,
charter tax and certified copies. If you have any questions, please
call 414-8066.

BR:a:articles

Attachments

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I

Amend
NFT
8-27-97

FILING 35.00
R. AGENT
CERT. COPY 157.50
CUS
OVERPAYMENT
TOTAL 192.50

For S.O.S.
original

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COMPASS BANK**

ARTICLE ONE

The name of the corporation is Compass Bank.

ARTICLE TWO

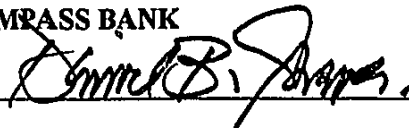
The Articles of Incorporation of the corporation are amended so that Article II thereof shall read as follows:

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers, and management of banking corporations, including without limitation the unlimited right, power, and privilege to exercise trust powers and engage in a trust business, all to the fullest extent and with all rights, powers, and privileges granted and conferred under Florida law.

ARTICLE THREE

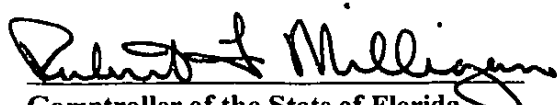
This amendment was duly adopted by unanimous action of the corporation's sole shareholder, such that the number of votes cast for this amendment was sufficient for approval, on July 14, 1997.

COMPASS BANK

By: 

Its: Assistant Secretary

Approved by the Department of Banking and Finance this 25TH day of
AUGUST, Tallahassee, Florida.


Comptroller of the State of Florida
and Head of the Department of Banking