

FLORIDA FILING - PAUL
P95000016676

Address

668-4318

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Key BANKSHARES INC / FF BANCORP INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ 1-800-846-3190 JOHN FLYNN
(Corporation Name) (Document #)

4. _____ 600001888456
(Corporation Name) (Document #)
-07/09/96--01148--002
*****70.00 *****70.00



Walk in



Pick up time _____



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

per John Flynn
Key is wholly
owned sub. of
F.F.
6/27
JOHN FLYNN
600001888456
-07/09/96--01148--002
*****70.00 *****70.00
55 JUN 27 PM 2:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham

Secretary of State

P95000016676

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KEY BANCSHARES, INC., a Florida corporation, G09508

INTO

FF BANCORP, INC., a Florida corporation, P95000016676.

File date: June 27, 1996

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
KEY BANCSHARES, INC.
WITH AND INTO
FF BANCORP, INC.

FF BANCORP
95 JUN 27 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

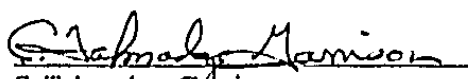
Pursuant to Section 607.1105 of the Florida Business Corporation Act, FF Bancorp, Inc. ("FF"), a corporation organized and existing under the laws of the State of Florida, and Key Bancshares, Inc. ("Key"), a corporation organized and existing under the laws of the State of Florida, hereby execute the following Articles of Merger:

1. The Plan of Merger, providing for the merger of Key with and into FF (the "Merger"), is set forth as Appendix A to these Articles of Merger. The Plan of Merger was adopted by the boards of directors of FF and Key on May 22, 1996.
2. FF shall be the surviving corporation resulting from the Merger and shall continue to be a corporation organized and existing under the laws of the State of Florida.
3. In accordance with Section 607.1104 of the Florida Business Corporation Act, no stockholder approval was required for consummation of the Merger. Key is a wholly owned subsidiary of FF.
4. Each of the undersigned officers of FF and Key acknowledges and certifies that he or she has read the information contained herein and the same is true and correct to the best of the undersigned's knowledge and belief.
5. The Merger is to become effective upon the filing of these Articles of Merger.

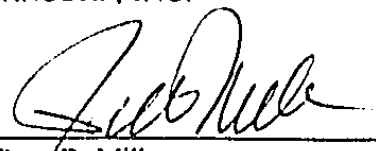
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President and attested by its Secretary as of the 25th day of June, 1996.

ATTEST:

FF BANCORP, INC.


C. Talmadge Garrison
Secretary

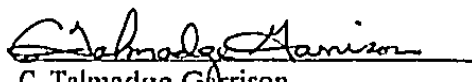
By:


Peter D. Miller
President

[Corporate Seal]

ATTEST:

KEY BANCSHARES, INC.


C. Talmadge Garrison
Secretary

By:


Peter D. Miller
President

[Corporate Seal]

APPENDIX A

**PLAN OF MERGER
OF
KEY BANCSHARES, INC.
WITH AND INTO
FF BANCORP, INC.**

THIS PLAN OF MERGER is made and entered into as of May 22, 1996, by and between KEY BANCSHARES, INC., a corporation organized and existing under the laws of the State of Florida ("Bancshares"); and its parent, FF BANCORP, INC., a corporation organized and existing under the laws of the State of Florida ("FF").

PREAMBLE

The respective Boards of Directors of FF and Bancshares are of the opinion that the best interests of their respective companies would be served if Bancshares is merged with and into FF (the "Merger") on the terms and conditions provided in this Plan of Merger. As a result of the Merger, FF shall continue to exist as a corporation organized and existing under the laws of the State of Florida.

NOW THEREFORE, in consideration of the covenants and agreements contained herein, and other good and valuable consideration, FF and Bancshares hereby make, adopt, and approve this Plan of Merger and prescribe the terms and conditions of this Plan of Merger and the mode and manner of effecting this Plan of Merger, as follows:

**ARTICLE I
TERMS OF MERGER**

Subject to the terms and conditions of this Plan of Merger, at the Effective Time, the Merger shall occur as authorized by Section 607.1104 of the Florida Business Corporation Act. FF shall be the Surviving Company resulting from the Merger and shall continue to be governed by the laws of the State of Florida.

**ARTICLE II
EFFECT OF THE MERGER**

2.1 Surviving Company.

(a) **Articles of Incorporation and Bylaws.** The Articles of Incorporation of FF in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Company until otherwise amended or repealed. The Bylaws of FF in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Company until otherwise amended or repealed.

(b) **Business Activities.** The business of the Surviving Company from and after the Effective Time shall continue to be that of a corporation organized and existing under the laws of the State of Florida.

2.2 Assumption of Rights. At the Effective Time, the separate existence and corporate organization of Bancshares shall be merged into and continued in the Surviving Company. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time and thereafter, except as otherwise provided herein, all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of FF and Bancshares and all property (real, personal, and mixed), and all debts due on whatever account, and all other choses of action, and all and every other interest of or belonging to or due to FF and Bancshares shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in FF and Bancshares shall not revert or be in any way impaired by reason of the Merger. All rights, franchises, and interests of both FF and Bancshares in and to every type of property (real, personal, and mixed), and all choses in action of both FF and Bancshares shall be transferred to and vested in the Surviving Company without any deed or other transfer. The Surviving Company, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, and committee of estates of incompetent persons, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by either FF or Bancshares at the Effective Time.

2.3 Assumption of Liabilities. All liabilities and obligations of both FF and Bancshares of every kind and description shall be assumed by the Surviving Company, and the Surviving Company shall be bound thereby in the same manner and to the same extent that FF and Bancshares were so bound at the Effective Time.

2.4 Directors and Officers. The directors of FF in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Company from and after the Effective Time in accordance with the Bylaws of the Surviving Company. The officers of FF in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the officers of the Surviving Company from and after the Effective Time in accordance with the Bylaws of the Surviving Company.

ARTICLE III
MANNER OF CONVERTING SHARES

At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent corporations shall be converted as follows:

(a) Each share of FF Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

(b) Each share of Bancshares Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled, and no consideration shall be delivered in exchange therefor.

ARTICLE IV
EFFECTIVENESS

4.1 Conditions Precedent. Consummation of the Merger and the other transactions contemplated hereunder is conditioned upon the approval of this Plan of Merger by the respective Boards of Directors of FF and Bancshares

4.2 Termination. This Plan of Merger may be terminated at any time prior to the Effective Time by mutual agreement of the parties hereto.

4.3 Effective Time. The Merger and other transactions contemplated by this Plan of Merger shall become effective on the date and at the time the Florida Articles of Merger reflecting the Merger are certified by the Department of State of the State of Florida.

ARTICLE V
AMENDMENT AND WAIVER

5.1 Amendment. This Plan of Merger may be amended at any time prior to the Effective Time by mutual agreement of the parties hereto.

5.2 Waiver.

(a) Prior to or at the Effective Time, FF, acting through its Board of Directors or an authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Bancshares, to waive or extend the time for the compliance or fulfillment by Bancshares of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of FF under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless in writing signed by a duly authorized officer of FF.

(b) Prior to or at the Effective Time, Bancshares, acting through its Board of Directors or an authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by FF, to waive or extend the time for the compliance or fulfillment by FF of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Bancshares under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless in writing signed by a duly authorized officer of Bancshares.

ARTICLE VI DEFINITIONS

6.1 "Bancshares Common Stock" shall mean the \$.10 par value common stock of Bancshares.

6.2 "Effective Time" shall mean the time at which the Merger becomes effective as defined in Section 4.3 of this Plan of Merger.

6.3 "FF Common Stock" shall mean the \$.01 par value common stock of FF.

6.4 "Florida Articles of Merger" shall mean the articles of merger filed with the Department of State of the State of Florida under Section 607.1105 of the Business Corporation Act of Florida.

6.5 "Surviving Company" shall mean FF as the surviving entity of the Merger.

ARTICLE VII MISCELLANEOUS

7.1 Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

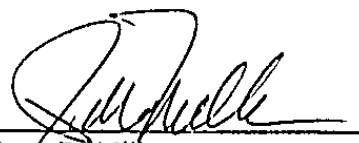
7.2 Binding Effect; Governing Law. This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto, and their respective stockholders, successors, and assigns, and shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, FF and Bancshares have caused this Plan of Merger to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

KEY BANCSHARES, INC.

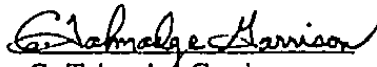

C. Talmadge Garrison
Secretary


By: 
Peter D. Miller
President

[BANK SEAL]

ATTEST:

FF BANCORP, INC.


C. Talmadge Garrison
Secretary

By: 
Peter D. Miller
President

[BANK SEAL]

P95000016676

ARTICLES OF MERGER
Merger Sheet

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MERGING:

FF BANCORP, INC., a Florida corporation, P95000016676

INTO

REGIONS FINANCIAL CORPORATION, INC., a Delaware corporation not
qualified in Florida.

File date: June 28, 1996

Corporate Specialist: Joy Moon-French

F95000016676

Fictitious Name - FF
 Requested Name

Address
668-4318
 City/State/Zip Phone #

7000001879817
 -06/28/96--01104--004
 *****70.00 *****70.00
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FF BANCORP INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

JUN 28 PM 3:59
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Per John Flynn
 FF is wholly owned
 Sub. of Region.

John Flynn
 Merger

Examiner's Initials	
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ARTICLES OF MERGER
OF
FF BANCORP, INC.
WITH AND INTO
REGIONS FINANCIAL CORPORATION, INC.

96 JUN 20 PM 3: 59
SECRETARY
TALLAHASSEE, FLORIDA

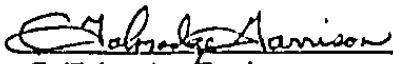
Pursuant to Section 607.1105 of the Florida Business Corporation Act, Regions Financial Corporation, Inc. ("Regions"), a corporation organized and existing under the laws of the State of Delaware, and FF Bancorp, Inc. ("FF"), a corporation organized and existing under the laws of the State of Florida, hereby execute the following Articles of Merger:


1. The Plan of Merger, providing for the merger of FF with and into Regions (the "Merger"), is set forth as Appendix A to these Articles of Merger. The Plan of Merger was adopted by the boards of directors of Regions and FF on May 15, 1996 and May 22, 1996, respectively.
2. Regions shall be the surviving corporation resulting from the Merger and shall continue to be a corporation organized and existing under the laws of the State of Delaware.
3. In accordance with Section 607.1104 of the Florida Business Corporation Act and Section 251(f) and 252(e) of the Delaware General Corporation Law, no stockholder approval was required for consummation of the Merger. *FF is a wholly owned subsidiary of Regions.*
4. Each of the undersigned officers of Regions and FF acknowledges and certifies that he or she has read the information contained herein and the same is true and correct to the best of the undersigned's knowledge and belief.
5. The Merger is to become effective upon the filing of these Articles of Merger and upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its duly authorized officer and attested by its Secretary as of the 26th day of June, 1996.

ATTEST:

FF BANCORP, INC.

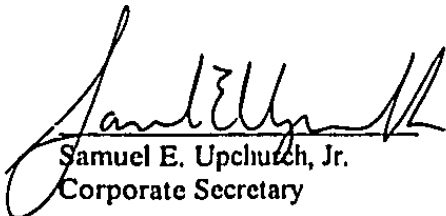

C. Talmadge Garrison
Secretary

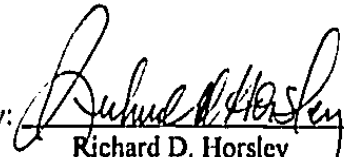
By: 
Peter D. Miller
President

[Corporate Seal]

ATTEST:

REGIONS FINANCIAL CORPORATION,
INC.


Samuel E. Upchurch, Jr.
Corporate Secretary

By: 
Richard D. Horsley
Vice Chairman and Executive
Financial Officer

[Corporate Seal]

APPENDIX A

**PLAN OF MERGER
OF
FF BANCORP, INC.
WITH AND INTO
REGIONS FINANCIAL CORPORATION**

THIS PLAN OF MERGER is made and entered into as of May 22, 1996, by and between FF BANCORP, INC., a corporation organized and existing under the laws of the State of Florida ("FF"); and its parent, REGIONS FINANCIAL CORPORATION, a corporation organized and existing under the laws of the State of Delaware ("Regions").

PREAMBLE

The respective Boards of Directors of Regions and FF are of the opinion that the best interests of their respective companies would be served if FF is merged with and into Regions (the "Merger") on the terms and conditions provided in this Plan of Merger. As a result of the Merger, Regions shall continue to exist as a corporation organized and existing under the laws of the State of Delaware.

NOW THEREFORE, in consideration of the covenants and agreements contained herein, and other good and valuable consideration, Regions and FF hereby make, adopt, and approve this Plan of Merger and prescribe the terms and conditions of this Plan of Merger and the mode and manner of effecting this Plan of Merger, as follows:

**ARTICLE I
TERMS OF MERGER**

Subject to the terms and conditions of this Plan of Merger, at the Effective Time, the Merger shall occur as authorized by Section 252 of the Delaware General Corporation Law and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act. Regions shall be the Surviving Company resulting from the Merger and shall continue to be governed by the laws of the State of Delaware.

**ARTICLE II
EFFECT OF THE MERGER**

2.1 Surviving Company.

(a) **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of Regions in effect immediately prior to the Effective Time shall be the

Certificate of Incorporation of the Surviving Company until otherwise amended or repealed. The Bylaws of Regions in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Company until otherwise amended or repealed.

(b) Business Activities. The business of the Surviving Company from and after the Effective Time shall continue to be that of a corporation organized and existing under the laws of the State of Delaware.

2.2 Assumption of Rights. At the Effective Time, the separate existence and corporate organization of FF shall be merged into and continued in the Surviving Company. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time and thereafter, except as otherwise provided herein, all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of Regions and FF and all property (real, personal, and mixed), and all debts due on whatever account, and all other choses of action, and all and every other interest of or belonging to or due to Regions and FF shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in Regions and FF shall not revert or be in any way impaired by reason of the Merger. All rights, franchises, and interests of both Regions and FF in and to every type of property (real, personal, and mixed), and all choses in action of both Regions and FF shall be transferred to and vested in the Surviving Company without any deed or other transfer. The Surviving Company, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, and committee of estates of incompetent persons, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by either Regions or FF at the Effective Time.

2.3 Assumption of Liabilities. All liabilities and obligations of both Regions and FF of every kind and description shall be assumed by the Surviving Company, and the Surviving Company shall be bound thereby in the same manner and to the same extent that Regions and FF were so bound at the Effective Time.

2.4 Directors and Officers. The directors of Regions in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Company from and after the Effective Time in accordance with the Bylaws of the Surviving Company. The officers of Regions in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the officers of the Surviving Company from and after the Effective Time in accordance with the Bylaws of the Surviving Company.

ARTICLE III
MANNER OF CONVERTING SHARES

At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent corporations shall be converted as follows:

(a) Each share of Regions Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

(b) Each share of FF Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled, and no consideration shall be delivered in exchange therefor.

ARTICLE IV
EFFECTIVENESS

4.1 Conditions Precedent. Consummation of the Merger and the other transactions contemplated hereunder is conditioned upon the approval of this Plan of Merger by the respective Boards of Directors of Regions and FF.

4.2 Termination. This Plan of Merger may be terminated at any time prior to the Effective Time by mutual agreement of the parties hereto.

4.3 Effective Time. The Merger and other transactions contemplated by this Plan of Merger shall become effective on the date and at the time the Delaware Certificate of Merger reflecting the Merger is issued by the Secretary of State of the State of Delaware and the Florida Articles of Merger are certified with the Department of State of the State of Florida.

ARTICLE V
AMENDMENT AND WAIVER

5.1 Amendment. This Plan of Merger may be amended at any time prior to the Effective Time by mutual agreement of the parties hereto.

5.2 Waiver.

(a) Prior to or at the Effective Time, Regions, acting through its Board of Directors or an authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by FF, to waive or extend the time for the compliance or fulfillment by FF of any and all of its obligations under this

Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Regions under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless in writing signed by a duly authorized officer of Regions.

(b) Prior to or at the Effective Time, FF, acting through its Board of Directors or an authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Regions, to waive or extend the time for the compliance or fulfillment by Regions of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of FF under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless in writing signed by a duly authorized officer of FF.

ARTICLE VI **DEFINITIONS**

6.1 "Delaware Certificate of Merger" shall mean the certificate of merger filed with the Secretary of State of the State of Delaware under Section 252 of the Delaware General Corporation Law.

6.2 "Effective Time" shall mean the time at which the Merger becomes effective as defined in Section 4.3 of this Plan of Merger.

6.3 "FF Common Stock" shall mean the \$.01 par value common stock of FF.

6.4 "Florida Articles of Merger" shall mean the Articles of Merger filed with the Florida Department of State under Section 607.1105 of the Florida Business Corporation Act.

6.5 "Regions Common Stock" shall mean the \$.625 par value common stock of Regions.

6.6 "Surviving Company" shall mean Regions as the surviving entity of the Merger.

ARTICLE VII **MISCELLANEOUS**

7.1 **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.


7.2 Binding Effect; Governing Law. This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto, and their respective stockholders, successors, and assigns, and shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, Regions and FF have caused this Plan of Merger to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

FF BANCORP, INC.


C. Talmadge Garrison
Secretary and Treasurer

By: 
Peter D. Miller
President

[BANK SEAL]

ATTEST:

REGIONS FINANCIAL CORPORATION

Samuel E. Upchurch, Jr.
Secretary and Treasurer

By: _____
Richard D. Horsley
Executive Vice President and
Chief Financial Officer

[BANK SEAL]

**ARTICLE VII
MISCELLANEOUS**

7.1 Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

7.2 Binding Effect; Governing Law. This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto, and their respective stockholders, successors, and assigns, and shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, Regions and FF have caused this Plan of Merger to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

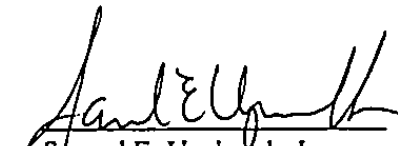
FF BANCORP, INC.

C. Talmadge Garrison
Secretary and Treasurer

By: _____
Peter D. Miller
President

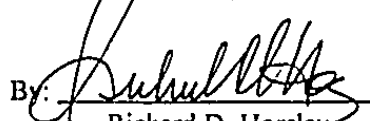
[BANK SEAL]

ATTEST:



Samuel E. Upchurch, Jr.
Secretary and Treasurer

REGIONS FINANCIAL
CORPORATION

By: 

Richard D. Horsley
Executive Vice President and
Chief Financial Officer

[BANK SEAL]