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CORPORATION SYSTEM

CORPORATION SYSTEM

FILED
01 DEC 27 PM 4:51
STATE OF FLORIDA

Colonial Software Services, Inc.

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RECEIVED
01 DEC 27 PM 2:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability 12/28/01
 Document _____
 Examiner APR
 Updater ASR
 Verifier _____
 W.P. Verifier _____

12/27/01

Order#: 5014330

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 Ref#: *****35.00 *****35.00

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850. 222 1092
 Fax 850 222 7615

**ARTICLES OF DISSOLUTION
OF
COLONIAL SOFTWARE SERVICES, INC.**

FILED
01 DEC 27 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section and 607.1402(6) of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution:

FIRST: The name of the corporation is Colonial Software Services, Inc.

SECOND: These Articles of Dissolution were adopted by the unanimous written consent of the shareholder of the corporation on December 26, 2001, in the manner prescribed by Section 607,1403(1)(d) of the Florida Business Corporation Act.

THIRD: The unanimous written consent approving the dissolution of the corporation is attached hereto pursuant to Section 607.1403(1)(c).

FOURTH: The corporation is hereby dissolved on the date that these articles are filed with the Department of State of the State of Florida.

DATED: December 26, 2001.

COLONIAL SOFTWARE SERVICES, INC.



By: W. Flake Oakley
Its: Chairman of the Board

**RESOLUTION AND ACTION BY
UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
COLONIAL SOFTWARE SERVICES, INC.**

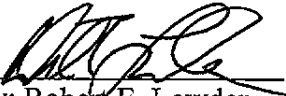
The undersigned, The Colonial BancGroup, Inc., sole shareholder of Colonial Software Services, Inc. effective December 26, 2001, hereby adopts the following resolutions pursuant to Sections 607.0704 and 607.1402(6) of the Florida Business Corporation Act. These resolutions shall have the same force and effect as if they had been duly adopted at a meeting of the Shareholder:

RESOLVED, that Colonial Software Services, Inc. shall be dissolved as soon as reasonably practicable; and

RESOLVED, the officers of Colonial Software Services, Inc. are, and each of them is, hereby authorized and directed to execute such instruments and complete such actions, including the filing of Articles of Dissolution, to effectuate the dissolution of Colonial Software Services, Inc.

DONE, this the 26th day of December, 2001


THE COLONIAL BANCGROUP, INC.
As Sole Shareholder of
Colonial Software Services, Inc.


By: Robert E. Lowder
Its: Chief Executive Officer

CERTIFICATE OF SERVICE

As required by Section 607.704(1) of the Florida Business Corporation Act, I, W. Flake Oakley, acting on behalf of The Colonial BancGroup, Inc., the sole shareholder of Colonial Software Services, Inc, certify that on this 26th day of December, 2001, I served a copy of the Resolution and Action by Unanimous Written Consent of the Sole Shareholder of Colonial Software Services, Inc. (the "Corporation") on the Office of the Corporation at One Commerce Street, Montgomery, Alabama 36104, via hand delivery to the such office.

DATED: December 26, 2001



W. Flake Oakley
Chief Financial Officer
and Secretary