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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: September 29, 1998

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: SYNOVUS TRUST COMPANY
Pensacola, Escambia County
(Approved New Trust Company)

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-09/30/98--01005--001
***140.00 ***140.00

Please file the attached Articles of Incorporation for the above-referenced institution, using **September 30, 1998**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
- (2) One copy to: Mr. James M. Novota
Synovus Trust Company
Post Office Box 12966
Pensacola, Florida 32591-2966

FILED
98 SEP 30 PM 12:33
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.

cc: David Burgess

Dmc
9/30/98

"MODEL ARTICLES OF INCORPORATION"
TRUST COMPANY
ARTICLES OF INCORPORATION OF
SYNOVUS TRUST COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the
Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SYNOVUS TRUST COMPANY
and its initial place of business shall be at 400 WEST GARDEN STREET,
in the City of PENSACOLA, in the County of ESCAMBIA and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general trust
company business with all the rights, powers, and privileges granted and conferred by the Florida Financial
Institutions Codes, regulating the organization, powers, and management of trust corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 1,000,000. Such
shares shall be of a single class and shall have a par value of \$ 1.00 per share. The corporation shall begin
business with at least \$ 1,000,000 in paid-in common capital stock to be divided into 1,000,000 shares.
The amount of surplus with which the corporation will begin business will be not less than \$ 950,000 and
the amount of undivided profits, not less than \$ 50,000 all of which (capital stock, surplus, and undivided
profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). The initial Board of Directors shall consist of ten (10) members. A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
GEORGE G. FLOWERS	2843 Roswell Lane, Columbus, GA 31906
JAMES M. NOVOTA	5739 Sandstone Drive, Pace, FL 32571
W. LUTHER TAYLOR	4641 Canopy Road, Pensacola, FL 32514
JEROME K. PATE	4 Hyde Park Road, Pensacola, FL 32503
M. GARY ROBERTS	142 Country Club Drive W, Destin, FL 32541
D. TIMOTHY HERNDON	1753 Osprey Cove, Niceville, FL 32578
W.C. BRANSON	Rt. 3, Box 2620, Quincy, FL 32351
JOHN B. HIGDON	202 N. Calhoun Street, Quincy, FL 32351
W. BOOKER MOORE	736 South Ride, Tallahassee, FL 32303
CHARLES GARDNER	1731 Armistead Place, Tallahassee, FL 32312

In witness of the foregoing the undersigned director(s) have executed these Articles of Incorporation this 11th day of September, A.D. 19 98.

NAME	STREET ADDRESS
George G. Flowers	2843 Roswell Ln Columbus, GA 31906
J. M. Novota	5739 Sandstone Dr., Pace, FL 32571
W. Luther Taylor	4641 Canopy Rd Pensacola FL 32504
Jerome K. Pate	5 HYDE PARK RD. Pensacola FL 32503
M. Gary Roberts	142 COUNTRY CLUB DR. WEST, DESTIN, FL 32541
D. T. Herndon	1753 OSPREY COVE, NICEVILLE FL 32578
W.C. Branson	RT. 3, BOX 2620, QUINCY, FL 32351
John B. Higdon	202 N. CALHOUN ST, QUINCY, FL 32351
W. Booker Moore	736 South Ride Tallahassee, FL 32303
Charles Gardner	1731 Armistead Place, Tallahassee, FL 32312

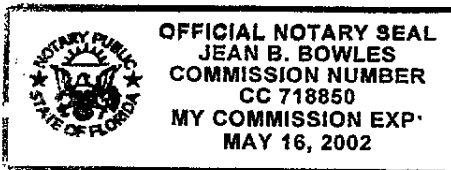
STATE OF FLORIDA

COUNTY OF ESCAMBIA

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The foregoing instrument was acknowledged before me this 11th day
of September, 1998, by James M. Novota, who is personally known to
me or who has produced Known as identification and who did/did not take
an oath.

(SEAL)



Jean B. Bowles
Notary Public - State of Florida at Large
My Commission Expires:

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98 SEP 30 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Approved by the Department of Banking and Finance this 25th day of September,
1998.

Tallahassee, Florida

Robert F. Milligan
Robert F. Milligan
Comptroller of the State of Florida and Head
of the Department of Banking and Finance