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BK 79 PG 215 W.E. DAVIS CH. CLK.

Prepared by:
Butler, Snow, O'Mara, Stevens & Cannada, P.L.L.C
Attn: Debora L. Horn
17th Floor, Deposit Guaranty Plaza
P.O. Box 22567
Jackson, MS 39225-2567
(601) 948-5711

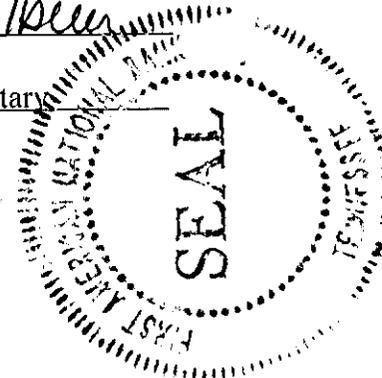
OFFICER'S CERTIFICATE AS TO MERGER
OF DEPOSIT GUARANTY NATIONAL BANK
INTO FIRST AMERICAN NATIONAL BANK

The undersigned Barbara J. Muhlbeier, who is Assistant Secretary of First American National Bank, does hereby certify that Deposit Guaranty National Bank of Jackson, Mississippi was merged into First American National Bank of Nashville, Tennessee, effective as of September 1, 1998, as evidenced by letter from John O. Stein, Corporate Manager of the Comptroller of the Currency, to Stephen C. Taylor of First American National Bank, a copy of which is attached hereto as Exhibit A.

SO CERTIFIED, this 21st day of October, 1998

Barbara Muhlbeier

Title: Assistant Secretary

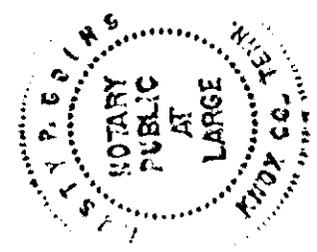


STATE OF TENNESSEE,
COUNTY OF KNOX,

Personally appeared before me, the undersigned authority in and for the said County and State, on this 21st day of October, 1998, within my jurisdiction, the within named Barbara J. Muhlbeier, who acknowledged that she is an Assistant Secretary of FIRST AMERICAN NATIONAL BANK, operating as, and successor in interest by merger to, Deposit Guaranty National Bank, a national banking association, and as its act and deed, she executed the above and foregoing instrument, after first having been duly authorized by said banking association so to do.

Misty P. Davis
Notary Public

My commission expires: My commission expires Dec. 5, 2000





Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Ave., N.E.
Atlanta, Georgia 30303

September 1, 1998

Stephen C. Taylor, Vice President
and Associate General Counsel
First American National Bank
721 First American Center
Nashville, Tennessee 37237-0721

Re: 98-SE-02-0027

Dear Mr. Taylor:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge Deposit Guaranty National Bank, Jackson, Mississippi (Charter No. 15548) with and into First American National Bank, Nashville, Tennessee (Charter No. 3032), effective as of September 1, 1998. The resulting bank is First American National Bank, Nashville, Tennessee and the Charter No. is 3032.

Official authorization is hereby given to First American National Bank to operate the target institution's head office and its branches as branches. The newly authorized branch and its assigned OCC branch number is listed below. Branches of merging national banks will not be listed, since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

BRANCH NAME: Jackson - Main Office Branch
ADDRESS: 210 East Capitol Street
CITY/STATE: Jackson, Mississippi 39201
BRANCH NO: 113454A

Very truly yours,

John O. Stein
Corporate Manager