

**STATEMENT OF THE PROCEEDINGS
OF THE JOINT SHAREHOLDER AND
BOARD OF DIRECTORS MEETING OF
FIRST FINANCIAL BANK OF MISSISSIPPI COUNTY**

The undersigned Charles P. Daniel and Cheryl Mabuice, President and Secretary/Cashier, respectively of First Financial Bank of Mississippi County (the "Bank"), hereby certify that the following resolutions amending the Articles of Agreement of the Bank were approved at a special joint meeting of the Board of Directors and Shareholder held on April 24, 1997 with Charles P. Daniel, one of the directors of the above bank being chosen as Chairman and Cheryl A. Mabuice, chosen as Secretary. The Board of Directors and Capital Bancorporation, Inc., sole shareholder of the Bank, waived all required notice. A quorum of Directors and Shareholders being present, the following resolutions were adopted by unanimous consent of the Sole Shareholder and Directors:

WHEREAS, it is the sense of this meeting the Bank should amend its Articles of Agreement to change the name of the Bank from First Financial Bank of Mississippi County to Union Planters Bank of Mississippi County.

NOW, THEREFORE, IT IS RESOLVED, that the Articles of Agreement of the Bank hereby be amended to change the name of the Bank from First Financial Bank of Mississippi County to Union Planters Bank of Mississippi County and the bylaws be conformed to reflect such change.

FURTHER RESOLVED, that the appropriate officers of the Bank be, and they hereby are, authorized, empowered and directed on behalf of the Bank to execute, seal, attest, acknowledge and deliver such documents, certificates, applications, notices and other instruments, and to take all steps they may deem necessary or appropriate, to amend the Articles of Agreement as provided for herein and conform the bylaws in accordance thereto;

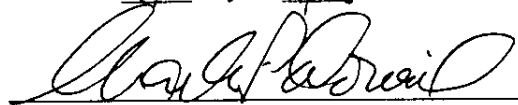
FURTHER RESOLVED, That the appropriate officers of the Bank be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Bank, to take such other actions as they may deem to be necessary or desirable to carry out the intents and purposes of the foregoing resolutions, and to the extent earlier accomplished, such actions are hereby adopted by the Bank and approved, ratified and confirmed; and

FURTHER RESOLVED, That the Chairman of the Board, the President, any Executive Vice President, Vice President, the Secretary, and any Assistant Secretary of the Bank are each hereby designated as "appropriate officers" of the Bank for the purposes of carrying out the intents and purposes of the foregoing resolutions.

These resolutions are presently in full force and effect on the date hereof and have not been amended, modified, revoked or rescinded as of the date hereof.


IN TESTIMONY WHEREOF, we have hereunto this 24 day of April, 1997, set our hands.





Charles P. Daniel
President

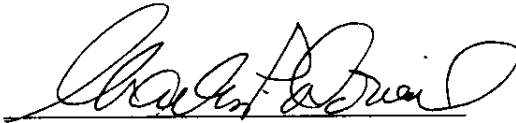
Attested and Countersigned



Cheryl Mabuce
Secretary and Cashier

STATE OF MISSOURI }
 }
COUNTY OF Cape Girardeau }


Charles P. Daniel, being first duly sworn, on his oath states that he is President of First Financial Bank of Mississippi County and that the matters set forth in the foregoing statement are true and correct.


Charles P. Daniel
President

Subscribed and sworn to before me, a Notary Public in and for the County of Cape Girardeau, State of Missouri, on this 30 day of April, 1997. My commission expires June 10, 1998.

[SEAL]

LISA J. GORDON
Notary Public - Notary Seal
STATE OF MISSOURI
CAPE GIRARDEAU COUNTY
My Commission Expires: June 10, 1998


NOTARY PUBLIC
NOTARY PUBLIC

STATE OF MISSOURI }
 }
COUNTY OF Cape Girardeau }

On this 30 day of April, 1997, before me personally appeared Charles P. Daniel, President, to me known to be the person described in and who executed the foregoing instrument and acknowledges that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial Seal the day and year last above written. My commission expires June 10, 1998.

[SEAL]

LISA J. GORDON
Notary Public - Notary Seal
STATE OF MISSOURI
CAPE GIRARDEAU COUNTY
My Commission Expires: June 10, 1998


NOTARY PUBLIC

COMPUTER INDEXED

FILED FOR RECORD
at 11 o'clock 00 min. A.m.

MAY 20 '97

Document No. 762

KAREN S. TURLEY, RECORDER
Mississippi County, MO

by Linda A. Neal
Deputy

Fee: \$27.00 Paid

Return to: 1st Financial

P.O. Box 100

East Prairie, MO 63845

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