

318573

Amendment
Filed 1-13-86

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4 pgs.

Steel Hector & Davis
Miami, Florida

David L. Perry, Jr.
(305) 577-2843

January 6, 1986

318573

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Southeast Banking Corporation

Dear Sir:

On behalf of Southeast Banking Corporation ("Southeast"), enclosed for filing with the Department of State is a Statement of Cancellation by Conversion with respect to certain previously outstanding shares of Southeast's \$4.06 Cumulative Preferred Stock. This Statement of Cancellation amends Southeast's Articles of Incorporation with respect to the number of shares of \$4.06 Cumulative Preferred Stock which remain authorized.

Please acknowledge receipt and filing of the Statement by stamping the enclosed copy of this letter and returning it to the undersigned in the enclosed stamped, self-addressed envelope.

Very truly yours,

David L. Perry, Jr.
David L. Perry, Jr.

*Cancellation
of stock*

DLP:lls

Name	Enclosures
Availability	
Document	CERTIFIED MAIL
Examiner	RETURN RECEIPT REQUESTED
Updater	LT
Updater	LT
Verifier	LT
Acknowledgement	LT
W. P. Verifier	LT

Miami Office
4000 Southeast Financial Center
Miami, Florida 33131-2308
(305) 577-2800

Palm Beach Office
Steel Hector Davis
Burns & Middleton
205 Worth Avenue
Palm Beach, Florida 33480
(305) 858-3311

Tallahassee Office
328 Sunset Park Building
516 South College Street
Tallahassee, Florida 32304
(904) 222-4104

JAN 13 4 27 PM '86
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATEMENT OF CANCELLATION BY CONVERSION **FILED**

OF \$4.06 CUMULATIVE PREFERRED STOCK

JAN 13 4 27 PM '86

OF

SOUTHEAST BANKING CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Southeast Banking Corporation ("Southeast").
2. As of December 31, 1985, a total of 209,190 shares of \$4.06 Cumulative Preferred Stock, without par value ("\$4.06 Preferred Stock"), had been converted into shares of the common stock, par value \$5.00 per share, of Southeast and are hereby cancelled.
3. As of the date of this Statement of Cancellation and after giving effect thereto, Southeast shall have authority to issue the following shares of capital stock:

<u>Capital Stock</u>	<u>Shares Authorized</u>
Common Stock, \$5 par value per share	40,000,000
Series Voting Preferred Stock, no par value	53,340
<u>Designated Series</u>	
\$4.06 Cumulative Preferred Stock (56,648 shares authorized)	
Series Par Value Preferred Stock, \$1 par value	5,000,000
<u>Designated Series</u>	
Adjustable Rate Cumulative Preferred Stock, Series A (600,000 shares authorized)	
10% Cumulative Convertible Preferred Stock, Series B (500,000 shares authorized)	


10% Cumulative Convertible Preferred
Stock, Series C
(200,000 shares authorized)

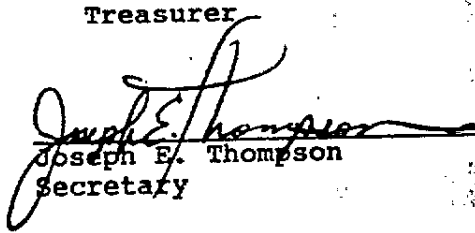
Adjustable Rate Cumulative Preferred
Stock, Series D
(200,000 shares authorized)

Dated January 7, 1986

SOUTHEAST BANKING CORPORATION

By


Les R. Wandler
Senior Vice President and
Treasurer


Joseph E. Thompson
Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
9th day of January, 1986, by Joseph E. Thompson, Secretary
of Southeast Banking Corporation, known to me to be the person
who executed the same for the purposes therein set forth.


NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. FEB. 2, 1988
BOARDED THRU GENERAL INS. UND.