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TALLAHASSEE, FLORIDA

Amend
SP

INTEROFFICE COMMUNICATION

OFFICE OF FINANCIAL REGULATION

Don B. Saxon
Director

DATE: July 2, 2007

TO: Susan Payne, Senior Section Administrator, Bureau of Corporations, Secretary of State

FROM: Donald M. Kelly, Bureau of Bank Regulation, Office of Financial Regulation DMK

SUBJECT: Article Amendment, BAC Florida Bank, Coral Gables, Florida

Please file the attached article amendment and make the following distribution of certified copies:

(1) Return one (1) copy to:

Office of Financial Regulation
Bureau of Bank Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

(2) Mail one (1) copy to:

Ruben Diaz, Jr., Esq.
Managing Director and General Counsel
BAC Florida Bank
169 Miracle Mile, R-10
Coral Gables, Florida 33134

Also attached is a check for filing fees and certified copies. If you have any questions, please contact me at 410-9521.

Attachments

cc: Area Financial Manager, Miami (with a copy of the articles to be filed)
Federal Deposit Insurance Corporation, Atlanta, Georgia (with a copy of the articles to be filed)

ARTICLES OF AMENDMENT
OF
BAC FLORIDA BANK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Banking Corporation adopts the following amendments to its Articles of Incorporation:

1. Article V of the Articles of Incorporation is hereby amended as follows:

ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a Board of no less than 5 Directors who shall be elected annually by the stockholders at their annual meeting in the County of Dade in the State of Florida or such other place, either within or without the State of Florida, as may be specified in the notice of meeting, during the month of April of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of the stockholders in which such action has been authorized, increase the number of Directors within the limits specified above, and appoint persons to fill in the resulting vacancies, provided further, that in any one year not more than two such additional Directors shall be authorized pursuant to this provision; and by a President and one or more Vice Presidents and a Secretary and such other officers as may be designated in the bylaws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day and immediately after said Board shall be elected by the stockholders; provided, that any two or more offices may be held by the same person.

2. Article VI of the Articles of Incorporation is hereby amended as follows:

ARTICLE VI

The holders of shares of capital stock of the corporation shall not have preemptive rights.

3. These amendments to the Bank's Articles of Incorporation are made pursuant to Shareholders Resolution dated April 17, 2007 adopted by holders of outstanding stock of the Corporation having no less than the minimum number of votes necessary to amend the Articles of Incorporation as heretofore amended.

WITNESS our hands and the corporate seal of the Bank.

Frank D. Robleto
Director, President and CEO

Ruben Diaz, Jr.
Director and Assistant Secretary

State of Florida)
)
County of Dade)

Acknowledged before me this 21th day of June 2007, by Frank D. Robleto and Ruben Diaz, Jr., both, personally known to me, in their respective capacity a Director, President and CEO and Director and Assistant Director of BAC Florida Bank.

LUCY REYES
MY COMMISSION EXPIRES
October 22, 2010
#DD 584056
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

(Signature of Notary

Approved by the Office of Financial Regulation this 2nd day of July 2007.

Linda B. Charity, Director
Division of Financial Institutions
Office of Financial Regulation
Tallahassee, Florida