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Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

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****192.50 ****192.50

DATE: October 23, 1997

TO: Louise Flemming, Bureau of Corporations, Secretary of State

FROM: Linda Townsend, Chief, Bureau of Financial Institutions, District II
Division of Banking

SUBJECT: Amerifirst Florida Trust Company
Miami, Florida
Amended and Restated Articles of Incorporation

The Department has reviewed the amended articles of incorporation of Amerifirst Florida Trust Company and we have no objection to the filing of these amended articles by the Department of State. The trust company's charter will be retrieved and cancelled.

Enclosed is an original and three copies of the amendments, along with a check in the amount of \$192.50. Please make distribution of certified copies as follows:

- Return one (1) copy to: Bureau of Financial Institutions
District II, Division of Banking
101 East Gaines Street
Suite 636
Tallahassee, FL 32399-0350
- Mail two (2) copies to: Mr. John Schug
Federal Deposit Insurance Corporation
Southwest Service Center
One Spectrum Drive, Suite 1000E
Dallas, TX 75248

FILED
97 OCT 27 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please call Mr. David Burgess of my staff at 414-8069.

Linda R. Townsend
Linda R. Townsend

*Restated
Articles /
Name Change*

*LFT
10-28-97*

FILING	35.00
R. AGENT	
CERT. COPY	157.50
CUS	
OVERPAYMENT	
TOTAL	192.50

FILED

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RESTATED ARTICLES OF INCORPORATION
OF
AMERIFIRST FLORIDA TRUST COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, the Board of Directors hereby amends and restates the Articles of Incorporation of AMERIFIRST FLORIDA TRUST COMPANY (the "Corporation");

WHEREAS, the Articles of Incorporation of the Corporation were filed with the Department of State on November 21, 1979, and assigned Charter Number 645926; and

WHEREAS, the Corporation has sold its trust assets and is no longer engaged in the business of providing trust services in the state of Florida; and

WHEREAS, the Corporation is now legally required to change its name to delete reference to a "Trust Company" and to delete all of its trust powers; and

WHEREAS, the Corporation desires to further amend and restate its Articles of Incorporation to change its name to *Amerifirst Florida Company* to delete its trust powers and to otherwise amend and restate its Articles of Incorporation in order to conduct any lawful business permitted under the laws of the United States of America and the State of Florida;

NOW THEREFORE, The Articles of Incorporation of AMERIFIRST FLORIDA TRUST COMPANY are hereby amended and restated pursuant to a written consent in lieu of meeting executed by the holder of 100% of the Corporation's outstanding issued and outstanding Common Stock and all of the Corporation's Directors on 25th day of June, 1997 to read as follows:

ARTICLE I
NAME

The name of this Corporation is Amerifirst Florida Company

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The address of the corporation's principal office (or mailing address) is:
5080 Spectrum Drive, Suite 100E, Dallas, Texas 75248 .

ARTICLE III
DURATION

The duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE IV
PURPOSE

The purpose of Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V
STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Five Hundred Thousand shares of Common Stock at Ten and No/100 Dollars (\$10.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of at shares of capital stock of the Corporation that have issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares , and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and Outstanding at a Shareholders meeting called for that purpose, or by written consent in lieu of a shareholders' meeting executed by the holders of a majority of the stock issued and outstanding.

ARTICLE VII
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's by-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLES VIII
REGISTERED OFFICE AND AGENT

The street address of this Corporations's registered office in Florida is 150 W. Flagler Street, Suite 220, Miami, Florida 33130, and the name of its registered agent at that address is Sterns, Weaver, Miller, Albadeff .

ARTICLE IX
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of the business and affairs, of the Corporation shop be managed under the direction of a Board of Directors, which shall have at least one member. The number of directors, may be increased or decreased by

the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE X
COMMON DIRECTOR- TRANSACTIONS BETWEEN CORPORATIONS

No contract of other transaction between this Corporation and one or more of its Directors or any other corporation, firm association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationships or interest or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consents sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XI
BY-LAWS

The By-laws of the Corporation as in existence on the date hereof are hereby affirmed, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII
EMERGENCY BY-LAWS

the Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event. Emergency By-laws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XIII
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating, the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe conditions by way of security upon the issue of new certificates therefore.

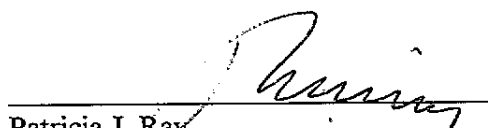
3. The board of Directors by the affirmative vote of the majority of the directors then in office and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers, or otherwise.

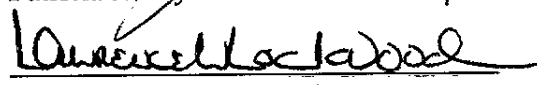
ARTICLE XIV
REISSUANCE OF STOCK CERTIFICATES

The Corporation shall exchange the certificates of the Shareholders for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to cancel.


The undersigned, being all of the Directors of AMERIFIRST FLORIDA TRUST COMPANY, hereby certify that the above and foregoing Restated Articles of Incorporation were adopted on 25th day of June, 1997 by the holder of 100% of the issued and outstanding shares of Common Stock of the Corporation written Consent in lieu of a meeting. None of the shares of the Corporation's preferred stock have been issued.

IN WITNESS WHEREOF, we have hereunto set our hands on 25th day of June, 1997.


Patricia J. Ray


Lawrence W. Lockwood


Charles P. Farrell, Jr.


Gary L. Thompson

STATE OF GEORGIA
COUNTY OF FULTON

The foregoing instrument was, acknowledged before me this 17 day of July,
1997 by Patricia J. RAY, to me well known.

Lamaro Brun
Notary Public, State of Georgia at large

My Commission Expires: August 24, 1999