

Document Number Only

G65886

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002674415--B
-10/28/98--01057--017
*****43.75 *****43.75

Republic & Security Financial Corporation

98 OCT 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thanks, Melanie ☺



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: REPUBLIC SECURITY FINANCIAL CORPORATION
Ref. Number: G65886

We have received your document for REPUBLIC SECURITY FINANCIAL CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00052951

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REPUBLIC SECURITY FINANCIAL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned, Republic Security Financial Corporation, a Florida corporation (the "Corporation"), by its Executive Vice President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Republic Security Financial Corporation.
2. The Articles of Incorporation of the Corporation (the "Articles") are amended as follows:

(i) Article IV of the RSFC Articles is amended in its entirety to read as follows:

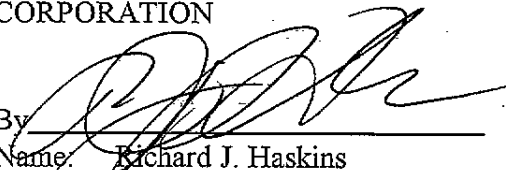
The aggregate number of shares the Corporation shall have authority to issue is 120,000,000 shares, consisting of 500,000,000 shares of Common Stock, par value \$.01 per share, and 20,000,000 shares of Preferred Stock, par value \$.01 per share. The Preferred Stock consists of 5,000,000 shares of Series B Junior Participating Preferred Stock and 15,000,000 shares authorized for designation into series.

(ii) Article V, Section 6, Cumulative Convertible Preferred Stock, Series C is deleted in its entirety.

3. The date of the adoption of these amendments was October 27, 1998.
4. The number of shareholder votes cast for approval of the amendments was sufficient for approval of each of the amendments.

IN WITNESS WHEREOF, these Articles of Amendment to the RSFC Articles have been executed by Republic Security Financial Corporation, by its Executive Vice President, this 28th day of October, 1998.

REPUBLIC SECURITY FINANCIAL
CORPORATION

By: 
Name: Richard J. Haskins
Title: Executive Vice President