

H91181

Inter-Office
Communication



Robert F. Milligan

DATE: June 23, 2000
TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State
FROM: Linda Townsend, Division of Banking, Bureau of Financial Institutions, District II
SUBJECT: FT Institutional Trust Company - Article Amendment

The purpose of the attached article amendment is to create two classes of common stock in exchange for the existing common stock. Please file this amendment and make the following distribution of certified copies:

(1) Return one (1) copy to:

Division of Banking
Bureau of Financial Institutions, District 1
Fletcher Building, Suite 636
101 E. Gaines Street
Tallahassee, Florida 32399-0350

(2) Mail one (1) copy to:

Laura R. Seidman, Vice President
FT Institutional Trust Company
500 East Broward Boulevard, Ste. 2100
Fort Lauderdale, Florida 33394-3091

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 AM 10:34

Also attached is a check for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

Attachments

cc: Area Financial Manager, Tampa (with copy of articles to be filed)

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-06/27/00--01005--009
*****61.25 *****61.25

Name Change
NF 6-27-2000

00 JUN 26 AM 10: 35

**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
FT INSTITUTIONAL TRUST COMPANY
a Florida Banking Corporation**

1. The name of the corporation is FT Institutional Trust Company (the "Company") and its initial principal place of business is 700 Central Avenue in the City of St. Petersburg, County of Pinellas, and the State of Florida.

2. ARTICLE I of the Articles of Incorporation of FT Institutional Trust Company and paragraph 2 of the Articles of Amendment to the Articles of Incorporation of the Company filed with the Florida Secretary of State on February 3, 2000 are hereby amended by deleting the same in their entirety and restating to read as follows:

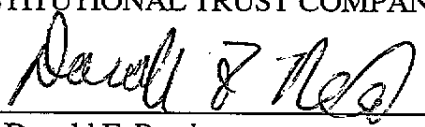
The name of the corporation shall be FTTrust Company, and its initial principal place of business shall be at 700 Central Avenue in the City of St. Petersburg, in the County of Pinellas, and the State of Florida.

2. These Articles of Amendment were approved on June 1, 2000 by the unanimous written consent of the sole shareholder of common stock of the Company, which is the only shareholder entitled to vote on these Articles of Amendment, and which was sufficient for approval of these Articles of Amendment.

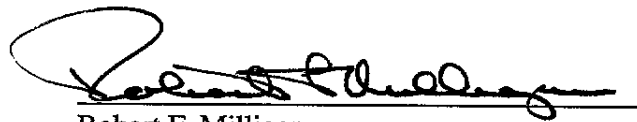
IN WITNESS WHEREOF, FT Institutional Trust Company has caused these Articles of Amendment to be executed this 13th day of June, 2000.

FT INSTITUTIONAL TRUST COMPANY

By: _____


Donald F. Reed
President

The foregoing article amendment is hereby approved this 22nd day of June, 2000.



Robert F. Milligan
Comptroller of Florida and Head of the
Department of Banking and Finance