J83026

INTER-OFFICE COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: April 28, 1998

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

FROM: DMK Donald M. Kelly, Financial Control Analyst
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: GATEWAY AMERICAN BANK OF FLORIDA, #961

Please file the attached amendment to the articles of incorporation for subject bank.

Please make the following distribution of certified copies:

800002509558
05/04/98--01025--012

1. Return one (1) copy to : Bureau of Financial Institutions
District II, Division of Banking
The Fletcher Building
101 East Gaines Street, Suite 636

800002509558--1
-05/04/98--01025--012
****192.50 ****192.50

2. Mail one (1) copy to: John J. Lyons, President/CEO
Gateway American Bank of Florida
1451 N.W. 62nd Street, Suite 212
Ft. Lauderdale, FL 33309-1953

3. Mail one (1) copy to: John P. Greeley, Esq.
SMITH, MACKINNON, GREELEY,
BOWDOIN & EDWARDS
Post Office Box 2254
Orlando, FL 32802-2254

FILED
98 MAY -1 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 488-0382.

DMK:jm

Attachments

cc: Area Financial Manager, West Palm Beach

amend
LJ 5-4-98

FILED

98 MAY -1 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

GATEWAY AMERICAN BANK OF FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Gateway American Bank of Florida are hereby amended as follows:

FIRST: The second sentence of Section 1 of Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The total number of shares of Common Stock authorized to be issued by the corporation shall be 8,200,000 shares, the par value of which shall be $1.00 per share.

SECOND: Subparagraph C of Section 1 of Article III of the Articles of Incorporation is hereby amended by inserting the following text thereof at the end of such subparagraph C:

From and after such time as the holders of the Class B Nonvoting Preferred Stock are permitted to hold Common Stock under all applicable federal and state laws, each such holder shall be entitled, at any time, to convert any or all of such holder's Class B Nonvoting Preferred Stock into Common Stock on the basis of one share of Common Stock for each share of Class B Nonvoting Preferred Stock.

THIRD: The foregoing amendment was adopted by the holders of all the outstanding shares of Common Stock, Class A Nonvoting Convertible Preferred Stock, and Class B Nonvoting Preferred Stock, being the sole voting groups entitled to vote on the amendment, on April 8, 1998 and the number of votes cast for the amendment by each group was sufficient for approval by the holders of Common Stock, Class A Nonvoting Convertible Preferred Stock, and Class B Nonvoting Preferred Stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 10th day of April, 1998.

GATEWAY AMERICAN BANK OF FLORIDA

By: ______________________________

John J. Lyons
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day of April, 1998, by John J. Lyons, President and Chief Executive Officer, of Gateway American Bank of Florida, a Florida banking corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

____
(KERRY A. McCARTHY)
Print Name Below Signature
Notary Public, State of Florida

KERRY A. MC CARTHY
MY COMMISSION # CC 502933
EXPIRES: October 17, 1999
Bonded Thru Notary Public Underwriters

APPROVAL

The foregoing Articles of Amendment are hereby approved by the Florida Department of Banking and Finance on this 27th day of April, 1998.

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