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INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: February 3, 2000

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

FROM: *DFB* David Burgess, Financial Control Analyst
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: SMITH BARNEY PRIVATE TRUST COMPANY OF FLORIDA #232-T

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

Please make the following distribution of certified copies:

1. Return one (1) copy to: Bureau of Financial Institutions
District II, Division of Banking
The Fletcher Building
101 East Gaines Street, Suite 636
2. Mail five (5) copies to: Ms. Linda J. DeFrehn, Secretary
Citi Fiduciary Trust Company of Florida
400 Royal Palm Way, Third Floor
Palm Beach, FL 33411

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -4 AM 11: 28

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

DB:jm

Attachments

cc: Area Financial Manager, ~~xxxxxx~~

West Palm Beach

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*Name Change
LFB 2-7-2000*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AMENDMENT OF
ARTICLES OF INCORPORATION OF
Smith Barney Private Trust Company of Florida

The undersigned officers of Smith Barney Private Trust Company of Florida
Palm Beach, Florida, do hereby certify that the Board of Directors of said
financial institution approved and proposed to the shareholders thereof, amendment to
Article I of the Articles of Incorporation as set out herein, and that thereafter on the 18th
day of November, A.D. 1999, at a special meeting of the shareholders called and held
in compliance with Section 607.1006 Florida Statutes, and with the Articles of Incorpora-
tion and bylaws of said corporation at its office in New York City, New York, at
which meeting the holders of a majority of the outstanding capital stock of said
corporation were present. There is only one class of stock, and a majority, which was
sufficient for approval, approved the amendment changing the name of the corporation
to Citi Fiduciary Trust Company of Florida and amending Article I of the
Articles of Incorporation so that, effective November 18, 1999, in lieu of its present
language it shall read:

Article I

The name of the corporation shall be:

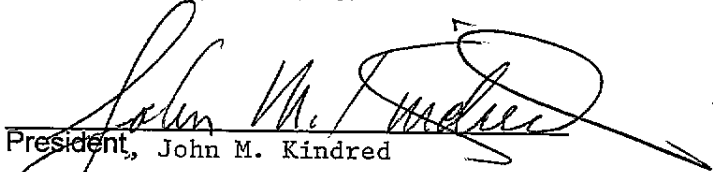
Citi Fiduciary Trust Company of Florida

and its place of business, now known as its initial place of business, shall be _____

400 Royal Palm Way, Third Floor in the City of Palm Beach

in the County of Palm Beach, and the State of Florida.

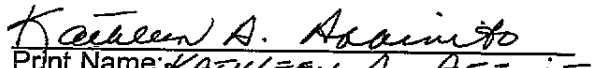

(Corporate Seal)


President, John M. Kindred


Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21th day of
January, A.D. 2000.


Print Name: KATHLEEN A. AFFINITO
Notary Public - State of Florida at Large
Commission Expires SEP 17, 2000
 KATHLEEN A. AFFINITO
COMMISSION # GC 586881
EXPIRES SEP 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Approved by the Department of Banking and Finance this 2nd day of

February, 2000.


ROBERT F. MILLIGAN
Comptroller of Florida