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March 19, 1998

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

400002479954--2  
-04/06/98--01080--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Pointe Financial Corporation (the "Company")

Gentlemen:

On behalf of the Company I am submitting the enclosed Articles Amendment to the Company's Articles of Incorporation for filing with the Florida Department of State. I have enclosed a check in the amount of \$87.50 representing the \$35.00 filing fee for the Articles of Amendment and the \$52.50 fee for obtaining a certified copy of the Articles of Incorporation, as amended to date, of the Company.

If you any questions regarding this matter, please feel free to contact me.

Very truly yours,

*Thomas Blake*  
Thomas R. Blake

TRB/cs

FILED  
98 APR -6 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

FADDP755C/116154rb

APR 9 1998

FILED  
98 APR -6 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Statement of Designation  
of  
Preferred Stock, Series A  
of  
Pointe Financial Corporation

Pursuant to the provisions of Section 607.0602 of the Florida Business Corporation Act, Pointe Financial Corporation (the "Company") adopts the following Articles of Amendment to the Statement of Designation of Preferred Stock, Series A, of the Company (filed with the Florida Department of State as Articles of Amendment to the Company's Articles of Incorporation on April 11, 1996) (the "Statement of Designation"):

1. The name of the corporation is Pointe Financial Corporation.
2. The text of the amendment (the "Amendment") to the Statement of Designation of Preferred Stock, Series A of Pointe Financial Corporation is that the first sentence of Paragraph 1 of the Statement of Designation is amended to provide in its entirety as follows:
  - "1. Designation Ranking. A total of sixty thousand (60,000) shares of the Company's preferred stock are hereby designated as the Preferred Stock - Series A, \$.01 per value per share (the "Series A Preferred"), and shall have the relative powers, preferences, rights, qualifications, limitations and restrictions contained in this Amendment."
3. The Amendment was duly adopted by the Board of Directors of the Company on April 16, 1997.
4. No shareholder action was required to adopt the Amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Company by the undersigned member of the Company's Board of Directors this 12 day of April, 1998.

Pointe Financial Corporation

By: R. Carl Palmer, Jr.  
R. Carl Palmer, Jr.  
President and Chief Executive Officer