

P93000070976



POINTEFINANCIAL

21845 POWERLINE ROAD
BOCA RATON, FL 33433
561/368-6300
800/542-2266
561/394-4289 FAX
http://pointebank.com

May 13, 1998

200002523682-7
-05/14/98-D1081-007
*****87.50 *****87.50

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

98 JUN -3 AM 9:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Very truly yours,

Bradley R. Meredith
Senior Vice President/Chief Financial Officer

VS JUN 5 1998

Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 26, 1998

BRADLEY R. MEREDITH
POINTE FINANCIAL
21845 POWERLINE ROAD
BOCA RATON, FL 33433

SUBJECT: POINTE FINANCIAL CORPORATION
Ref. Number: P93000070976

We have received your document for POINTE FINANCIAL CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 798A00029290

*Rec'd 6/3/98
DOS*

see attached

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POINTE FINANCIAL CORPORATION

FILED
98 JUN -3 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is Pointe Financial Corporation (the "Corporation").

II.

The text of the amendment to the Articles of Incorporation is that the first four sentences of Article V of the Articles of Incorporation of the Corporation are hereby amended to read in their entirety as follows:

"Article V

The total number of shares of all classes of stock that the Corporation is authorized to issue is 6,000,000 shares, of which 5,000,000 shall be Common Stock, \$.01 par value, and 1,000,000 shall be Preferred Stock, \$.01 par value. No holder of the Corporation's stock shall have any preemptive right to acquire the Corporation's securities.

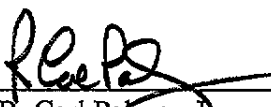
Common Stock. The maximum number of shares of Common Stock which the Corporation is authorized to have outstanding is 5,000,000 shares at a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share."

III.

This Amendment to the Articles of Incorporation was duly adopted pursuant to Section 607.1003 of the Florida Business Corporation Act by the Board of Directors of the Corporation on February 27, 1998 and by the affirmative vote of a majority of the holders of the issued and outstanding shares of Common Stock of the Corporation on April 27, 1998, which number of votes was sufficient for approval of this amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 12th day of May, 1998

By: _____


R. Carl Palmer, Jr.
President