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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 31, 1996

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering *BR*

700002047047--5
-01/06/97--01061--006
****192.50 ****192.50

SUBJ: JEFFERSON BANK OF FLORIDA, Miami Beach, Dade County
(Name Change to Colonial Bank of South Florida)
Name Reservation # R96000005395

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using 11:00 a.m., EST, January 3, 1997, as the effective date.

FILING \$35.00

Please make the following distribution of certified copies:

R. AGENT

CERT. COPY 157.50

CUS

OVERPAYMENT

TOTAL \$192.50

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
- (2) One copy to: Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Post Office Box 1731
Atlanta, Georgia 30303-1731
- (3) One copy to: Mr. Ricardo J. Dopico
Steel, Hector & Davis
200 South Biscayne Boulevard
Miami, Florida 33131-2398

EFFECTIVE DATE

1-3-97

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 487-1410.

cc: Mr. Eric J. Dyas
Miller, Hamilton et al
P. O. Box 46
Mobile, Alabama 36601

Name change
HST

Bureau of Financial Institutions - District II

FILED
96 DEC 31 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-3-97

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
JEFFERSON BANK OF FLORIDA

FILED

96 DEC 31 PM 2: 15

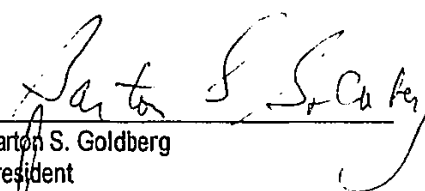
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

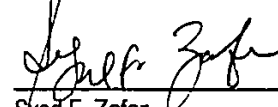
The undersigned officers of Jefferson Bank of Florida, Miami Beach, Florida, do hereby certify that the Board of Directors of said financial institution approved and proposed to the shareholder thereof, an amendment to Article I of the Articles of Incorporation as set out herein, and that thereafter on the 26th day of November, A.D. 1996, the holder of all of the outstanding capital stock of said corporation approved such amendment in compliance with Section 607.1006, Florida Statutes, and with the Articles of Incorporation and bylaws of said corporation. There is only one class of stock, and the holder of all of the outstanding shares of such capital stock, which was sufficient for approval, approved the amendment changing the name of the corporation to Colonial Bank of South Florida and amending Article I of the Articles of Incorporation so that, effective as of the 3RD day of January, A.D. 1997, in lieu of its present language it shall read:

Article I

The name of the corporation shall be Colonial Bank of South Florida and its place of business, now known as its initial place of business, shall be 301-41st Street in the City of Miami Beach, in the County of Dade, and the State of Florida.

(CORPORATE SEAL)


Barton S. Goldberg
President


Syed F. Zafar
Senior Vice President/Comptroller

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 2nd day of December, A.D. 1996 by Barton S. Goldberg, as President of Jefferson Bank of Florida, and Syed F. Zafar, as Senior Vice President/Comptroller of Jefferson Bank of Florida. They are both personally known to me.

Bonnie L. Cosby
Notary Public, State of Florida
Print Name: Bonnie L. Cosby
Commission No.: _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
BONNIE L. COSBY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC253188
MY COMMISSION EXP. JAN. 20, 1997

Approved by the Department of Banking and Finance this 26th day of December, 1996.

Robert F. Milligan
Robert F. Milligan
Comptroller of Florida