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**CORPORATE ACCESS, INC.**

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1.) BAncorp Capital Group, Inc.
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2.) _____
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STATE OF FLORIDA
TALLAHASSEE
32399-0350

April 1, 1998

Mr. James T. Elliott
1890 University Drive
Suite 107
Coral Springs, FL 33071

Dear Mr. Elliott:

Re: "Banctrust Mortgage Corporation"
"Banctrust Mortgage, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced names. It is the opinion of this Department that your names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced names being registered as Florida corporations in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BANCORP CAPITAL GROUP, INC.

FILED
98 MAY 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is: BANCORP CAPITAL GROUP, INC.

2. Article I of the Articles of Incorporation of BANCORP CAPITAL GROUP, INC. is hereby amended to read in its entirety as follows:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

BancTrust Mortgage Corporation

3. The foregoing amendment was unanimously adopted by the Board of Directors of the Corporation on May 11, 1998 and was approved on May 11, 1998 by unanimous written consent of all the Shareholders of the Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 11th day of May, 1998.

BANCORP CAPITAL GROUP, INC.,
a Florida corporation

By: _____
James T. Elliott, President