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**INTER-OFFICE
COMMUNICATION**

**ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA**

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-08/19/98--01002--001
****140.00 ****140.00

DATE: August 14, 1998

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

FROM:  Amy Armstrong Groszos, Financial Specialist
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: COCONUT GROVE BANK #119-T

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

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 one (1) copy to: P. Bruce Culpepper
AKERMAN, SENTERFITT & EDISON, P.A.
Post Office Box 10555
Tallahassee, FL 32302-2555

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 488-0382.

AAG:jm

Attachments

cc: Area Financial Manager, Miami

FILED
98 AUG 17 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
LFT 8-19-98*

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
COCONUT GROVE BANK**

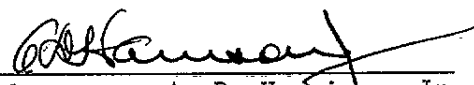
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98 AUG 17 AM 9:44
- **SECRETARY OF STATE**
TALLAHASSEE, FLORIDA

The undersigned officers of COCONUT GROVE BANK, a financial institution licensed by the State of Florida, do hereby certify that the Board of Directors of said financial institution approved and proposed to the shareholders thereof, amendment to Article V of the Articles of Incorporation as set out herein on the 10th day of December, 1997, and that thereafter on the 11th day of March, 1998, at the annual meeting of the shareholders, at which meeting the holders of a majority of the outstanding capital stock were present, amendment of Article V was adopted to read:

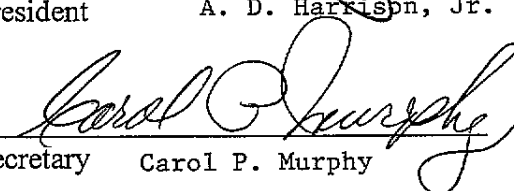
ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a Board of Directors to be elected in accordance with the By-laws; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors within the limits specified in the By-laws, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision.

(Corporate Seal)



President A. D. Harrison, Jr.

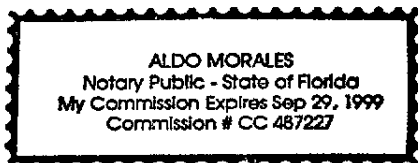


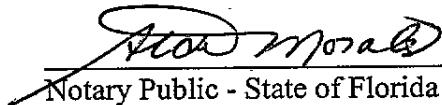
Secretary Carol P. Murphy

STATE OF FLORIDA


COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of June,
1998,.




Notary Public - State of Florida at Large
My Commission Expires:

Approved by the Department of Banking and Finance this 13th day of August, 1998.


Robert F. Milligan
Comptroller of Florida