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P. 003

350020

3/02/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305)789-9200

ACCT#: 071250001512

FAX #: (305)789-9201

NAME: CITY NATIONAL BANK CORPORATION

AUDIT NUMBER.....H98000004132

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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*Amended &
restated Art.
3/4/98 DC*

3/02/98

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FOWLER WHITE

TEL: 305 358 6550

P. 001

TELEFAX

**FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 SouthEast Second Street
Miami, FL 33131-1101**

OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Darlene Connell
FIRM: Corporate Specialist
CITY:
FAX NO.: 850-922-4000
FROM: Judy Rodman, Paralegal
OUR FILE NO.: 44875-TMP
COMMENTS: Fax Audit #H98000004132
Letter No. 898A00011785
Account No. 071250001512

Enclosed are revised Restated and Amended Articles of Incorporation with a copy of your letter and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 9

DATE: March 3, 1998

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

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P.002

(904)922-3709

03/03/98 18:42 Florida Department of State



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

CITY NATIONAL BANK CORPORATION
P O BOX 025604
MIAMI, FL 33102-2604

SUBJECT: CITY NATIONAL BANK CORPORATION
REF: 350020

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The coversheet and last two pages of the document are the only legible pages.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004132
Letter Number: 898A00011785

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H 98000004132

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
CITY NATIONAL BANK CORPORATION**

Pursuant to the provisions of Sections 607.1001, et seq., of the Florida General Corporation Act, the undersigned corporation adopts the following Restated and Amended Articles of Incorporation:

1. The name of the corporation is CITY NATIONAL BANK CORPORATION.

2. The following Restated and Amended Articles of Incorporation were adopted by the written consent of the shareholders of the corporation given in accordance with the provisions of Section 607.1001 et seq. of the Florida General Corporation Act:

**"RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
CITY NATIONAL BANK CORPORATION**

**ARTICLE I
Name**

The name of the corporation shall be CITY NATIONAL BANK CORPORATION.

**ARTICLE II
Duration**

The period of duration of this corporation is perpetual.

**ARTICLE III
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Telephone: 305-789-9200
Florida Bar No. 0047570
Audit No. H 98000004132

Audit No. H98000004132

ARTICLE IV
Capital Stock

(1) The aggregate number of shares of capital stock which this corporation shall be authorized to issue is four thousand (4,000) and such shares are to consist of one class only, namely common stock without par value.

(2) Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders.

(3) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(4) All or any part of the Common Stock may be issued for such consideration, whether in cash, in tangible or intangible property, or in labor or services performed or to be performed, at a fair valuation not less than the par value of the shares issued therefor, as shall be fixed by the shareholders.

(5) When the corporation receives the consideration for which the shareholders authorized the issuance of shares, the shares issued therefor are fully paid and nonassessable. Consideration in the form of a promise to pay money or a promise to perform services is received by the corporation at the time of the making of the promise, unless the agreement specifically provides otherwise.

(6) The holders of the Common Stock of the corporation shall not have any preemptive or preferential rights to subscribe for and purchase their proportionate share of any additional shares issued by the corporation, or any obligations convertible into shares of this corporation, whether or not such shares or convertible obligations be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation, all preemptive and preferential rights being hereby expressly denied.

ARTICLE V
Registered Office and Agent

The registered office of this corporation shall be at 25 West Flagler Street, Sixth Floor, Miami, Florida 33130, and the name of its registered agent at such address shall be William E. Shockett.

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ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of an odd number of not less than three (3) and not more than twenty-one (21) members. The number of directors shall be fixed from time to time as provided in the corporate by-laws; and may be increased or decreased within such limits as therein provided. Election of directors need not be by ballot unless otherwise provided in the by-laws. A quorum for the transaction of business shall consist of a majority of all directors qualified and acting. The Board of Directors shall have no power to conduct business unless a quorum is present and acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders.

ARTICLE VII
Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or not so interested.

ARTICLE VIII
By-Laws

(1) The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be solely by vote of fifty-five percent (55%) of the shares then entitled to vote. No by-law which has been altered, amended or repealed by

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such vote of the shareholders may be altered, amended or repealed by vote of the directors.

(2) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE IX
Indemnification

(a) The corporation may indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) The Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by these Articles of Incorporation and by statute, and all rights conferred upon the shareholders herein are subject to this reservation."

3. The date of the adoption of the foregoing Restated and Audit No. H98000004132

Audit No. H98000004132

Amended Articles of Incorporation by the written consent of the shareholders was December 15, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of December, 1997

CITY NATIONAL BANK CORPORATION

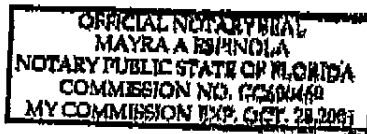
By: Leonard L. Abess, Jr.
Leonard L. Abess, Jr.;
President

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by Leonard L. Abess, Jr., as president of CITY NATIONAL BANK CORPORATION, a Florida corporation on behalf of the corporation. He is personally known to me or has produced _____ as identification and [did] [did not] take an oath.

Mayra A. Espinola
NOTARY PUBLIC, State of Florida

Commission Expires:




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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



WILLIAM E. SHOCKETT

I:\TMP\44875\CNBC\ARTICLES.001

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