

421643



Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: February 29, 2000
TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording
FROM: JP John A. Pullen, Licensing and Chartering
SUBJECT: Amended Articles of Incorporation for The Bank of Tampa

Please file the attached "Amended Articles of Incorporation" (original and 5 copies) for the above-referenced institution, using March 1, 2000, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
101 East Gaines Street, Suite 636
Tallahassee, Florida 32399-0350
- (2) One copy to: Federal Deposit Insurance Corporation
Suite 1600, One Atlantic Center
1201 West Peachtree Street, Northeast
Atlanta, Georgia 30309-3449
- (3) Three copies to: Mr. William F. Arthur
Senior Vice President/Senior Trust Officer
The Bank of Tampa
601 Bayshore Boulevard
Tampa, Florida 33606

500003151745--6
-02/29/00--01001--013
*****78.75 *****78.75

Also attached is a \$78.75 check representing payment of the applicable fees. If there is an underpayment, please contact Mr. Arthur at (813) 872-1264. If there is an overpayment, please issue a refund to The Bank of Tampa.

If you have any questions, please call me at 410-9527.

Attachment

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I
David Burgess

Amend

S. PAYNE MAR 1 2000

FILED
00 MAR -1 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE BANK OF TAMPA

FILED
00 MAR -1 PM 3: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE BANK OF TAMPA, a banking corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapters 607, 658, and 660, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on March 21, 1973, and have been subsequently amended from time to time.

2. Article II of the Articles of Incorporation provides that the Corporation shall engage in the general banking business.

3. The amendment to the Articles of Incorporation being effected hereby will completely delete Article II of the Articles of Incorporation as of the date hereof and substitute in its place the Article II set forth below.

4. As amended below, Article II of the Articles of Incorporation has the effect of authorizing the Corporation, in addition to engaging in the general banking business, to engage in the general trust business and to exercise trust powers pursuant to Florida law.

5. This amendment to the Articles of Incorporation was approved by the board of directors of the Corporation on the 19th day of January, 2000, and recommended to the shareholders for approval.

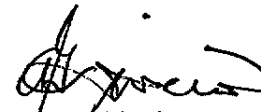
6. This amendment to the Articles of Incorporation was approved by the shareholders on the 19th day of January, 2000, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

7. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida and, thereafter, Article II of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general banking and trust business with all the rights, powers and privileges granted and conferred by the banking and trust business laws of the State of Florida, regulating the organization, powers and management of banking corporations with trust powers.

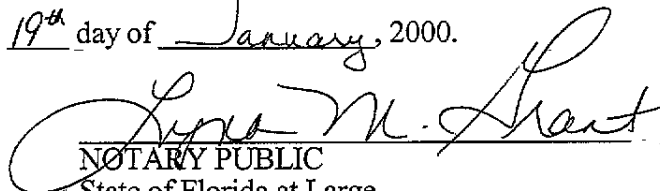
IN WITNESS WHEREOF, THE BANK OF TAMPA has caused these Articles of Amendment to the Articles of Incorporation to be executed this 19th day of January, 2000.


A. Gerald Divers, President



Barbara A. Diamond, Secretary

Sworn to and subscribed before me this 19th day of January, 2000.

LYNN M. GRANT
Notary Public, State of Florida
My Comm. Expires February 28, 2000
No CC 535947


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

The foregoing Amendment is hereby approved this 24th day of February, 2000.


Comptroller of Florida and Head of the
Department of Banking and Finance