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INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: July 29, 1999

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

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

SUBJECT: TOTALBANK, MIAMI - #731

FILED
 99 JUL 30 PM 4:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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: David I. Schlosberg, General Counsel
TotalBank
Post Office Box 450678
Miami, FL 33245-0678

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

AAG:jm

Attachments

cc: Area Financial Manager, Miami

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Amend
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
TOTALBANK

Article III of the Articles of Incorporation of TotalBank (as heretofore Amended and Restated) is hereby amended as follows:

ARTICLE III

1. The authorized capital stock of TotalBank (the "Corporation") shall be 5,000,000 shares with a par value of \$10.00 per share.

2. Upon the filing of this Amendment to Articles of Incorporation (such date hereinafter referred to as the "Effective Date"), each share of the issued and outstanding common stock of the Corporation shall be reclassified into one thousand (1,000) shares of common stock of the Corporation. This split shall affect only issued and outstanding shares and shall not affect the total number of shares authorized. Each record holder of shares of common stock of the Corporation who, by virtue of this split, would hold, but for its cancellation, a fractional share on the books and records of the Corporation, shall be deemed to have a resulting fractional share. All such fractional shares of the Corporation's resulting from this split are immediately canceled. Each record holder of common stock who is deemed to have a resulting fractional share shall be entitled to a cash payment in consideration for the cancellation of said fractional share. The cash payment shall be at the rate of \$34.49 per share for each resulting and canceled fractional share.

3. All portions of Article III not amended hereby or inconsistent herewith shall continue to be in full force and effect.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, each has executed this Amendment to Articles of Incorporation of TotalBank in their respective capacities this 7th day of July, 1999.

TOTALBANK

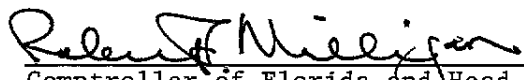
By: 

William J. Heffernan, President

By: 

David I. Schlosberg, Secretary

The foregoing amendment is hereby approved this 28th day of July, 1999.


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

**SECRETARY'S CERTIFICATION OF SHAREHOLDER CONSENT
TO AMENDED ARTICLES OF INCORPORATION**

I HEREBY CERTIFY as follows:

1. That I am the duly elected and qualified Secretary of TOTALBANK.
2. That there are presently issued and outstanding 1,971.8336 shares of common voting stock in TotalBank, which is the only class of stock authorized and issued.
3. That shareholders representing 1,633.21 shares (approximately 83% of the issued and outstanding shares) have consented and approved the Amendment to the Articles of Incorporation which was approved by the Board of Directors on March 25, 1999 and said shareholders resolved as follows:

RESOLVED, that the amendment(s) to the Articles of Incorporation of TotalBank as set forth in the [Proposed] Certificate of Amendment to the Articles of Incorporation of TotalBank, a copy of which is attached hereto as Exhibit A, and made a part hereof, is/are hereby approved and adopted in all respects and that the officers of TotalBank be, and each of them hereby is, authorized, empowered and directed to execute and file the Amendment to Articles with the Secretary of State of Florida in order to carry out fully the purpose and intent of this resolution.

4. The consents of the requisite number of shareholders necessary to authorize the action was received on July 6, 1999.
5. The undersigned secretary further certifies that said action of the shareholders of TotalBank has not been rescinded and is in full force and effect.

Dated July 6, 1999


DAVID I. SCHLOSBERG, Secretary

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