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**INTER-OFFICE  
COMMUNICATION**

**ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA**

**DATE:** March 30, 2000

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

**FROM:** John Alcorn, Financial Administrator *[Signature]*  
Bureau of Financial Institutions, District II, Division of Banking

**SUBJECT:** TOTALBANK #731

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 31 PM 12:41

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.

JA:jm

Attachments

cc: Area Financial Manager, Miami

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-03/31/00--01003--016  
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*Amend  
LFS 4-5-2000*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
TOTALBANK  
(Correcting Par Value of Shares)

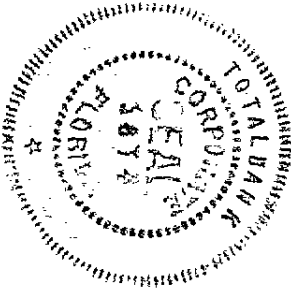
Paragraph 1 of Article III of the Articles of Incorporation of TotalBank (as heretofore Amended and Restated) is amended as follows, effective July 30, 1999, to correct an error in the par value of the shares which appeared in the July 30, 1999 Amendment to Articles of Incorporation.

ARTICLE III

1. The authorized capital stock of TotalBank (the "Corporation") shall be 5,000,000 shares with a par value of \$1.00 per share.

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 23 day of March, 2000.



TOTALBANK

By: William J. Heffernan  
William J. Heffernan, President

By: David I. Schlosberg  
David I. Schlosberg, Secretary

The foregoing Amendment is hereby approved this 30th day of March, 2000.

Robert J. Hill  
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 1,971,829 shares of common voting stock in TotalBank, which is the only class of stock authorized and issued.
3. That shareholders representing 1,911,199 shares (approximately 97% of the issued and outstanding shares) have consented and approved the Corrective Amendment to the Articles of Incorporation which was approved by the Board of Directors on March 23, 2000 and said shareholders resolved as follows:

**RESOLVED, that the Correction(s)/Amendment(s) to the Articles of Incorporation of TotalBank as set forth in the 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 Corrective 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 March 23, 2000.

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: March 23, 2000

  
DAVID I. SCHLOSBERG, Secretary

