

**First Bank
of Florida** SM

FL66866

May 20, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002536334--8
-05/27/98--01035--004
*****35.00 *****35.00

Dear Sir or Madam:

Pursuant to section 607.0124 or 617.0124, Florida Statutes, and as secretary of First Federal Mortgage Corporation, I am herein submitting certified copy of the Articles of Amendment to the Articles of Incorporation changing the name of the Corporation as follows:

First Bank of Florida Mortgage Corporation

Enclosed is a check for \$35.00, representing the filing fee to amend the articles as submitted. If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

John C. Trammel

John C. Trammel
EVP and Chief
Administrative Officer
Phone: 561-650-2355

Enclosure: Check



FILED
98 MAY 27 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Indefinite

*Same people have
T97000000220*

*Name Change
NFT 6-5-98*



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 4, 1998

Mr. John C. Trammel
Corporate Secretary
First Bank of Florida
First Bank of Florida Mortgage Corporation
450 South Australian Avenue
West Palm Beach, FL 33401

Dear Mr. Trammel:

Re: "First Bank of Florida Mortgage Corporation"

Reference is made to your letter/fax dated June 3, requesting approval of the above-referenced corporate name which will be a wholly owned subsidiary of First Bank of Florida, a federally chartered savings and loan located in West Palm Beach.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 414-8058

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

First Bank of Florida Mortgage

May 20, 1998

Attn: Amendment Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: ***CERTIFICATION OF ARTICLES OF
AMENDMENT TO ARTICLES OF
INCORPORATION FOR FIRST BANK
OF FLORIDA MORTGAGE CORPORATION***

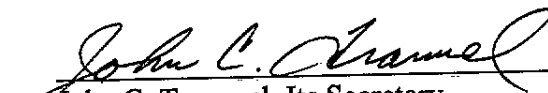
***NEW CORPORATE NAME: FIRST BANK OF FLORIDA MORTGAGE CORPORATION
EIN# 59-2173067
Florida Corporate Document #F66866***

Amendment Section:

I, John C. Trammel, Secretary of First Federal Mortgage Corporation and the undersigned authority, hereby certify that the attached is a true, exact, complete, and unaltered original Articles of Amendment to the Articles of Incorporation of First Federal Mortgage Corporation dated May 18, 1998 which changes the corporate name to First Bank of Florida Mortgage Corporation.



First Bank of Florida Mortgage Corporation


John C. Trammel, Its Secretary

SEAL



FILED

98 MAY 27 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FIRST FEDERAL MORTGAGE CORPORATION**

We, the undersigned, being the President and Secretary of FIRST FEDERAL MORTGAGE CORPORATION, a Florida Corporation, hereby certify that the following amendment to the Articles of Incorporation was duly approved by all Directors and the sole Shareholder by a written statement executed on September 24, 1996:

AMENDMENT

Article I

The name of the Corporation is amended to read as follows:

FIRST BANK OF FLORIDA MORTGAGE CORPORATION

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 18th day of May, 1998.

(Corporate Seal)

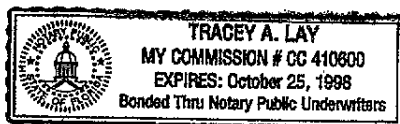


By: 
Calvin L. Cearley, President

Attest: 
John C. Trammel, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 18th day of May, 1998, by Calvin L. Cearley and John C. Trammel, who are personally known to me and who did take an oath.




Notary Public, State of Florida