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CORPORATION(S) NAME

Republic Security Financial Corporation
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6/27/97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REPUBLIC SECURITY FINANCIAL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned, Republic Security Financial Corporation, a Florida corporation (the "Corporation"), by its Executive Vice President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

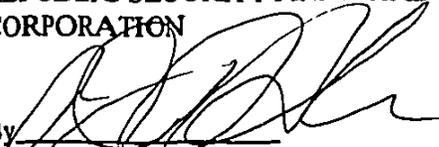
1. The name of the Corporation is Republic Security Financial Corporation.
2. Article IV of the Articles of Incorporation is amended in its entirety to read as follows:

The aggregate number of shares the Corporation shall have authority to issue is 120,000,000 shares, consisting of 100,000,000 shares of Common Stock, par value \$.01 per share, and 20,000,000 shares of Preferred Stock, par value \$.01 per share. The Preferred Stock consists of 1,000,000 shares of Series B Junior Participating Preferred Stock, 1,035,000 shares of 7% Cumulative Convertible Preferred Stock, Series C, and 17,965,000 shares authorized for designation into series.

3. Article V. Section 6 is deleted in its entirety.
4. The date of the adoption of the two amendments was June 27, 1997
5. The number of shareholder votes cast for approval of the amendments was sufficient for approval of each of the amendments.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of Republic Security Financial Corporation have been executed by Republic Security Financial Corporation, by its Executive Vice President, this 27th day of June, 1997.

REPUBLIC SECURITY FINANCIAL
CORPORATION

By 
Name: Richard J. Haskins
Title: Executive Vice President