

H14806

**INTER-OFFICE
COMMUNICATION**

**ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA**

DATE: August 11, 1997

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

FROM: Amy Armstrong, Financial Specialist
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: TRANSATLANTIC BANK, MIAMI #876

300002266999--9
-08/14/97--01058--006
*****295.50 *****295.50

300002266999--9
-08/14/97--01058--005
*****2.00 *****2.00

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 (2) copies to: Ronald A. Shapo, Esq.
SHAPO, FREEDMAN & FLETCHER
First Union Financial Center
200 South Biscayne Blvd., Suite 4750
Miami, FL 33131
3. Mail two (2) copies to: Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Atlanta, GA 30303-2713

FILED
97 AUG 12 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 488-0382.

AA:jm

Attachments

cc: Area Financial Manager, Miami

FILING 35.00
R. AGENT
CERT. COPIES 262.50
CUS
OVERPAYMENT
TOTAL 297.50

Amend
HFT
8-13 97

SHAPO, FREEDMAN & FLETCHER, P.A.

FIRST UNION FINANCIAL CENTER
SUITE 4750
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
TELEPHONE (305) 358-4440

TELEFAX
(305) 358-0521

August 12, 1997

VIA FEDERAL EXPRESS


Secretary of State
ATTN. LOUISE JACKSON
Firestone Building
409 East Gaines Street
Tallahassee, FL. 32399

Re: TRANSATLANTIC BANK

Dear Ms. Jackson:

In accordance with my telephone discussion this afternoon with Joan McLain of the Division of Banking, enclosed herewith is our check payable to the Secretary of State in the amount of Two (\$2.00) Dollars representing the balance of the fee required for the certified copies of the Amendment to the Articles of Incorporation for Transatlantic Bank. Thank you.

Very truly yours,



Nancy B. Mell
Legal Assistant

/nbm
enclosure

cc: Ms. Joan McLain

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF TRANSATLANTIC BANK

FILED

97 AUG 12 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Transatlantic Bank (the "Bank"), do hereby certify that the Board of Directors of the Bank approved and proposed to the shareholders thereof amendments to Article I and Article III of the Articles of Incorporation of the Bank as set forth herein and that, thereafter, on the 22 day of April 1997, at the annual meeting of the shareholders called and held in compliance with Section 607.1003, Florida Statutes, and with the Articles of Incorporation and By-Laws of the Bank, at the office of the Bank in Miami, Florida, the holders of a majority of the outstanding capital stock were present in person or by proxy, and the said shareholders unanimously passed resolutions amending Articles I and III of the Articles of Incorporation of the Bank, subject to approval of the Department of Banking and Finance, so that in lieu of their present language said articles shall read:

ARTICLE I

The name of the corporation shall be TransAtlantic Bank and the address of its main office shall be 48 East Flagler Street, Miami, Dade County, Florida.

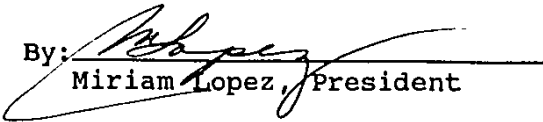
ARTICLE III

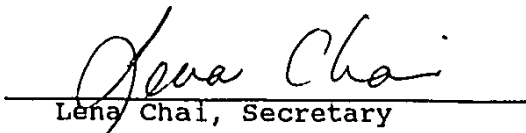
The authorized capital stock of the corporation shall be Six (6,000,000) shares of common stock of the par value of One (\$1.00) Dollar.

IN WITNESS WHEREOF, the undersigned officers have executed this Certificate the 22 day of April, 1997.

TransAtlantic Bank

By:

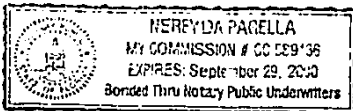

Miriam Lopez, President


Lena Chal, Secretary

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of April, 1997, by Miriam Lopez as President of TransAtlantic Bank, who is personally known to me or who produced _____ as identification, on behalf of the corporation.

My commission expires:



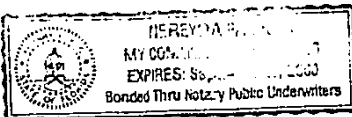
Nereyda Pagella
NOTARY PUBLIC, State of Florida
at Large

Print name: Nereyda Pagella

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of April, 1997 by Lena Chai, as Secretary of TransAtlantic Bank who is personally known to me or who has produced _____ as identification, on behalf of the corporation.

My commission expires:



Nereyda Pagella
NOTARY PUBLIC, State of Florida
at Large

Print name: Nereyda Pagella

Tallahassee, Florida

The foregoing amendment is hereby approved this 29th day of July, A.D. 1997.

Robert H. Milligan
as Head of the Florida
Division of Banking and Finance