

J18236

INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: July 29, 1998
TO: Louise Jackson, Bureau of Corporations, Secretary of State
FROM: John Alcorn, Financial Administrator
Bureau of Financial Institutions, District II, Division of Banking
SUBJECT: EUROBANK #919



000002604210--1
-07/31/98--01002--008
***140.00 ***140.00

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 (1) copy to: David P. Stark, Vice Prsident/Cashier
EuroBank
1901 Ponce de Leon Blvd.
Coral Gables, FL 33134

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.

JA:jm

Attachments

cc: Area Financial Manager, Miami

FILED
98 JUL 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFS
7-31-98

AMENDED ARTICLES OF INCORPORATION
OF
EuroBank

FILED
98 JUL 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of *EuroBank*, a Florida corporation, do hereby certify that the Board of Directors of said corporation approved and proposed to the Shareholders thereof, a Restatement of the Articles of Incorporation as set out herein for clarity, to be approved at the Annual Shareholders Meeting, scheduled for April 15, 1998, to read as follows:

ARTICLE I
CORPORATE NAME

The name of the corporation is *EuroBank* and its place(s) of business(es) are:

191 Camino Real
Boca Raton, FL 334320

1901 Ponce de Leon Boulevard
Coral Gables, FL 33134

ARTICLE II
NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation shall be that of a general banking business with all rights, powers and privileges granted and conferred by the banking laws of the State of Florida, regulating the organization, powers and management of banking corporations.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have only one class of stock designated voting common shares. The authorized number of shares is 412,500 of par value \$6.00 per share.

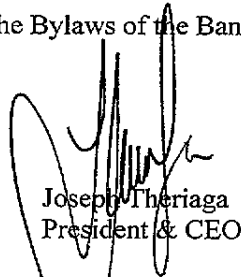
ARTICLE IV
TERM


The term for which said corporation shall exist shall be perpetual.

ARTICLE V
BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and conducted by a Board of Directors of not less than five (5) Directors and no more than (12) Directors who shall be elected annually by the stockholders at their annual meeting, to be held during the first four months of each calendar year. If so authorized by a majority of the stockholders at the Annual Shareholders Meeting or at a Special Stockholders Meeting, the Board of Directors may at anytime during the year following said Meeting date(s) increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two (2) such additional directors shall be authorized pursuant to this provision. The election of Officers shall be in accordance with the Bylaws of the Bank.

(Corporate Seal)


Joseph Theriaga
President & CEO


David P. Stark
Vice President/Cashier

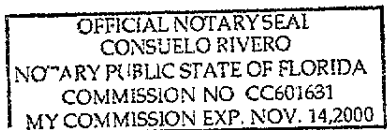
STATE OF FLORIDA

COUNTY OF DADE

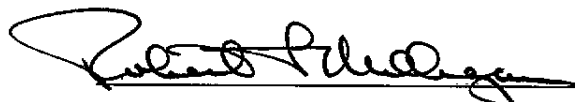
The foregoing instrument was acknowledged before me 30th day of April, 1998


My Commission expires: NOV. 14, 2000.

Notary Public



Approved by the Department of Banking and Finance on the 28th day of July, 1998.


Robert F. Milligan
Comptroller of the State of Florida
and Head of the Department of
Banking and Finance