

J84825

INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: December 18, 1998

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

FROM: *[Signature]* Amy Groszos, Financial Specialist
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: FIFTH THIRD BANK OF FLORIDA #244-T

800002727668--4

-12/31/98--01041--002

Please file the attached amendment to the articles of incorporation for subject bank. *****55.00 *****52.50

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: Kevin S. Woodard
Assistant Vice President/Counsel
Fifth Third Bank
Legal Department MD 10AT76-1060
38 Fountain Square Plaza
Cincinnati, OH 45263

Also attached is a check that represents payment for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

AG:jm

Attachments

cc: Area Financial Manager, Miami

Name change
KFS
12-31-98

FILED
98 DEC 23 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 NOV 24 PM 3:56
WORKSHEET FOR
CASHIER'S OFFICE AMENDMENT OF

FILED
98 DEC 23 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

Fifth Third Bank of Florida

The undersigned officers of Fifth Third Bank of Florida,
Florida do hereby certify that the Board of Directors of said
financial institution approved and proposed to the shareholders
thereof, amendment to Article 1 of the Articles of Incorporation as
set out herein, and that thereafter on the 2nd day of November,
A.D. 1998, by a written consent without a meeting pursuant to Section 607.0704
~~at a special meeting of the shareholders called and held~~
~~in compliance with Section 607.1006, Florida Statutes, and with the~~
Articles of Incorporation and bylaws of said corporation, ~~at its office~~
~~in _____, Florida, at which meeting the holders of~~
~~a majority of the outstanding capital stock were present.~~ There is
only one class of stock, and a majority, which was sufficient for
approval, approved the amendment changing the name of the corporation
to Fifth Third Bank, Florida
and amending Article 1 of the Articles of Incorporation so that
of State
effective date of filing with Sect. in lieu of its present language it
shall read:

Article 1

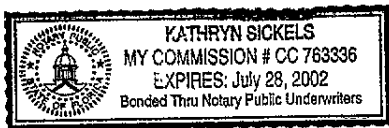
The name of the corporation shall be: Fifth Third Bank, Florida
_____ and its place of business, now known as its
initial place of business, shall be 4099 Tamiami Trail North
_____ in the City of Naples
in the County of Collier, and the State of Florida.

(Corporate Seal)

Colleen M. Kvetko
President, Colleen M. Kvetko
Sharon M. Rapp
Cashier

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 19th
day of November, A.D. 1998.



Kathryn Sickels
Notary Public -- State of Florida at
Large - My Commission Expires: July 28, 2002

Approved by the Department of Banking and Finance this 11th
day of December, 1998.

Robert F. Milligan
ROBERT F. MILLIGAN
Comptroller of Florida