

K19929

1/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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1:38 PM

((H97000001443 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GREENBERG, TRAUIG, HOFFMAN, ET AL.
CONTACT: ELIZABETH C GALVIN
PHONE: (305)789-5449

ACCT#: 076077001461

FAX #: (305)579-0717

NAME: HAMILTON BANCORP INC.

AUDIT NUMBER.....H97000001443

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 JAN 24 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SH 1/28

00500, 00547, 00611

197A00004221

RECEIVED
JAN 24 PM 2:07
CORPORATION DIVISION

January 27, 1997

HAMILTON BANCORP INC.
3750 NW 87TH AVE.
MIAMI, FL 33178

SUBJECT: HAMILTON BANCORP INC.
REF: K19929

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (804) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000001443
Letter Number: 197A00003874

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO Linda Stitt
Company Florida Department of State
Fax Number 904-922-4000
Phone Number 904-487-6937
FROM Sheryl C. Vainstein
File Number

Comments As per our conversation, attached please find the revised documents on behalf of Hamilton Bancorp Inc. Please assign the filing date of January 24, 1997. Thank you for your cooperation.

RECEIVED
97 JUN 27 PM 4:28
CLERK OF DISTRICT COURT

Date January 27, 1997
Time 3:15 pm
No. Pages Including this cover sheet Three (3)

Please notify us immediately if not received properly at 305-579-0500.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for your postage. Thank you.

H97000001443

**CERTIFICATE RE ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF
DESIGNATION
HAMILTON BANCORP INC.**

Hamilton Bancorp Inc., a Florida corporation (the "Corporation"), hereby certifies the following in accordance with Section 607.1007 of the Florida Business Corporation Act:

1. The name of the Corporation is Hamilton Bancorp Inc.
2. The Corporation's attached Articles of Amendment Amending and Restating Certificate of Designation, Preferences, Right and Limitations of Series C 14% Fixed Rate Non-Voting, Non-Cumulative, Perpetual Preferred Stock (the "Amended Certificate of Designation") contain amendments to the Corporation's Articles of Incorporation which require shareholder approval.
3. The Amended Certificate of Designation was adopted and approved on January 21, 1997 by the shareholders of the Corporation at a special meeting of shareholders, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, this Certificate has been executed on behalf of the Corporation by the undersigned this 24th day of January, 1997.

HAMILTON BANCORP INC.

By: 

J. Reid Bingham
General Counsel
and Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 24 AM 9:57

FILED

Robert L. Grossman, Greenberg Traurig, 1221 Brickell Avenue,
Miami, Florida 33131, (305)579-0500, Florida Bar #347841.

H97000001443

H97000001443

ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES C 14% FIXED RATE NON-VOTING, NON-CUMULATIVE,
PERPETUAL PREFERRED STOCK
OF
HAMILTON BANCORP INC.

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"), the undersigned corporation has adopted the following Articles of Amendment amending the Certificate of Designation, Preferences, Rights and Limitations of Series C 14% Fixed Rate Non-Voting, Non-Cumulative, Perpetual Preferred Stock (the "Series C Preferred Stock") to its Amended and Restated Articles of Incorporation:

1. The name of the corporation is Hamilton Bancorp Inc. (the "Corporation").
2. The Certificate of Designation, Preferences, Rights and Limitations (the "Certificate of Designation") respecting the Series C Preferred Stock was filed with the Secretary of State of the State of Florida on July 1, 1994.
3. Forty-one thousand (41,000) shares of Series C Preferred Stock have been issued by the Corporation.
4. The Board of Directors of the Company adopted a resolution authorizing the amendment of the Certificate of Designation on December 12, 1996.
5. The Company's shareholders approved and authorized the amendment of the Certificate of Designation on January 21, 1997.
6. The Certificate of Designation to the Company's Articles of Incorporation is hereby amended as follows:

RESOLVED, that the Certificate of Designation, Preferences, Rights and Limitations of the Company's Series C 14% Fixed Rate Non-Voting, Non-Cumulative, Perpetual Preferred Stock is hereby amended by adding new Section 8, which section shall read as follows:

8. Optional Conversion. Notwithstanding the foregoing, the Company may, upon five (5) days prior written notice, require the conversion of all shares of Series C Preferred Stock into Common Stock. In the event that the Company requires the conversion of Series C Preferred Stock pursuant to this Section 8, each share of Series C Preferred Stock will be convertible into a number of shares of Common Stock determined by dividing (a) the Stated Value by (b) the product of (i) 1.85 and (ii) the Equity Per Share.

H97000001443

K19929

1/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:36 PM

((H97000001441 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GREENBERG, TRAUIG, HOFFMAN, ET AL.
CONTACT: ELIZABETH C GALVIN
PHONE: (305)789-5449

ACCT#: 076077001461

FAX #: (305)579-0717

NAME: HAMILTON BANCORP INC.

AUDIT NUMBER.....H97000001441

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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Amerio
SH 1/28

FILED
97 JAN 24 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 24 PM 2:07
DIVISION OF CORPORATIONS

00500, 00506, 00547, 0067,

January 27, 1997

HAMILTON BANCORP INC.
3750 NW 87TH AVE.
MIAMI, FL 33178

SUBJECT: HAMILTON BANCORP INC.
REF: K18929

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000001441
Letter Number: 297A00003875

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Transmittal Cover Sheet

TO Linda Stitt
Company Florida Department of State
Fax Number 904-922-4000
Phone Number 904-487-6937

FROM Sheryl C. Vainstein
File Number

Comments As per our conversation, attached please find the revised documents on behalf of Hamilton Bancorp Inc. Please assign the filing date of January 24, 1997. Thank you for your cooperation.

RECEIVED
97 JAN 27 PM 4:28
FEDERAL BUREAU OF INVESTIGATION

Date January 27, 1997
Time 3:15 pm
No. Pages Including this cover sheet Three (3)

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1221 Brickell Avenue, Miami, Florida 33131 305-579-0500 Fax 305-579-0717

H97000001441

**CERTIFICATE RE ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF
DESIGNATION
HAMILTON BANCORP INC.**

Hamilton Bancorp Inc., a Florida corporation (the "Corporation"), hereby certifies the following in accordance with Section 607.1007 of the Florida Business Corporation Act:

1. The name of the Corporation is Hamilton Bancorp Inc.
2. The Corporation's attached Articles of Amendment Amending and Restating Certificate of Designation, Preferences, Right and Limitations of Series B 14% Fixed Rate Non-Voting, Non-Cumulative, Perpetual Preferred Stock (the "Amended Certificate of Designation") contain amendments to the Corporation's Articles of Incorporation which require shareholder approval.
3. The Amended Certificate of Designation was adopted and approved on January 21, 1997 by the shareholders of the Corporation at a special meeting of shareholders, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, this Certificate has been executed on behalf of the Corporation by the undersigned this 24th day of January, 1997.

HAMILTON BANCORP INC.

By: 
J. Reid Bingham
General Counsel
and Secretary

FILED
97 JAN 24 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert L. Grossman, Greenberg Traurig, 1221 Brickell Avenue,
Miami, Florida 33131, (305)579-0500, Florida Bar #347841.

H97000001441

H97000001441

**ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES B 14% FIXED RATE NON-VOTING, NON-CUMULATIVE,
PERPETUAL PREFERRED STOCK
OF
HAMILTON BANCORP INC.**

FILED
97 JAN 24 AM 9:33
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"), the undersigned corporation has adopted the following Articles of Amendment amending the Certificate of Designation, Preferences, Rights and Limitations of Series B 14% Fixed Rate Non-Voting, Non-Cumulative, Perpetual Preferred Stock (the "Series B Preferred Stock") to its Amended and Restated Articles of Incorporation:

1. The name of the corporation is Hamilton Bancorp Inc. (the "Corporation").
2. The Certificate of Designation, Preferences, Rights and Limitations (the "Certificate of Designation") respecting the Series B Preferred Stock was filed with the Secretary of State of the State of Florida on July 1, 1994.
3. Sixty thousand two hundred six and one-half (60,206.5) shares of Series B Preferred Stock have been issued by the Corporation.
4. The Board of Directors of the Company adopted a resolution authorizing the amendment of the Certificate of Designation on December 12, 1996.
5. The Company's shareholders approved and authorized the amendment of the Certificate of Designation on January 21, 1997.
6. The Certificate of Designation to the Company's Articles of Incorporation is hereby amended as follows:

RESOLVED, that the Certificate of Designation, Preferences, Rights and Limitations of the Company's Series B 14% Fixed Rate Non-Voting, Non-Cumulative, Perpetual Preferred Stock is hereby amended by adding new Section 8, which section shall read as follows:

8. **Optional Conversion.** Notwithstanding the foregoing, the Company may, upon five (5) days prior written notice, require the conversion of all shares of Series B Preferred Stock into Common Stock. In the event that the Company requires the conversion of Series B Preferred Stock pursuant to this Section 8, each share of Series B Preferred Stock will be convertible into a number of shares of Common Stock determined by dividing (a) the Stated Value by (b) the product of (i) 1.85 and (ii) the Equity Per Share.

H97000001441



THE UNITED STATES
CORPORATION
COMPANY

K19929

ACCOUNT NO. : 072100000032

REFERENCE : 245648 4303929

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
97 FEB -3 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 3, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 245648-005

CUSTOMER NO: 4303929

700002075667--5

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: HAMILTON BANCORP INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

N HENDRICKS FEB 3 1997

RECEIVED
97 FEB -3 PM 12:00
DIVISION OF CORPORATION

Series "B"
Stock

**ARTICLES OF CORRECTION
TO
CERTIFICATE RE ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF
DESIGNATION
HAMILTON BANCORP INC.
and
ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES B 14% FIXED RATE NON-VOTING, NON-CUMULATIVE,
PERPETUAL PREFERRED STOCK
OF
HAMILTON BANCORP INC.**

FILED
97 FEB -3 PM 3:44
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 of the Florida Business Corporation Act (the "Act"), HAMILTON BANCORP INC. (the "Corporation"), Charter #K19929, adopts the following Articles of Correction:

1. Attached hereto as Exhibit A is CERTIFICATE RE ARTICLES OF AMENDMENT AMENDING AND RESTATING CERTIFICATE OF DESIGNATION HAMILTON BANCORP INC. (the "Certificate") and ARTICLES OF AMENDMENT AMENDING AND RESTATING CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B 14% FIXED RATE NON-VOTING, NON-CUMULATIVE, PERPETUAL PREFERRED STOCK OF HAMILTON BANCORP INC. (the "Articles") filed on January 24, 1997, Fax Audit Number H97000001441.

2. The first paragraph of the Certificate failed to cite the correct statute.

3. The first paragraph of the Certificate should be amended and restated in its entirety to read as follows: "Hamilton Bancorp Inc., a Florida corporation (the "Corporation"), hereby certifies the following in accordance with Section 607.1006 of the Florida Business Corporation Act:"

4. Item 3 of the Certificate failed to designate each voting group entitled to vote.

5. Item 3 of the Certificate should be amended and restated in its entirety to read as follows: "The Amended Certificate of Designation was adopted and approved on January 21, 1997 by the shareholders of Common Stock of the Corporation, the number of votes cast being sufficient for approval, and the shareholders of Series B Preferred Stock, the number of votes cast being sufficient for approval."

6. The heading to the Amendment incorrectly referred to a restatement.

7. The heading to the Amendment should be amended and restated in its entirety to read as follows: "ARTICLES OF AMENDMENT AMENDING CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B 14% FIXED RATE NON-VOTING, NON-CUMULATIVE, PERPETUAL PREFERRED STOCK OF HAMILTON BANCORP INC."

IN WITNESS WHEREOF, the undersigned being the General Counsel and Secretary of the Corporation has executed these Articles of Correction as of the 30th day of January, 1997.

HAMILTON BANCORP INC.

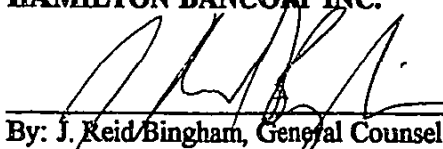

By: J. Reid Bingham, General Counsel and Secretary

EXHIBIT A

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 24, 1997, to Articles of Incorporation for HAMILTON BANCORP INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H97000001441. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is K19929.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-eighth day of January, 1997

Authentication Code: 697A00004214-012897-K19929 -1/1



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

HAMILTON BANCORP INC.
3750 NW 87TH AVE.
MIAMI, FL 33178

Re: Document Number K19929

The Articles of Amendment to the Articles of Incorporation for HAMILTON BANCORP INC., a Florida corporation, were filed on January 24, 1997.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H97000001441.

Should you have any question regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Steven Harris
Corporate Specialist
Division of Corporations

Letter Number: 697A00004214

H97000001441

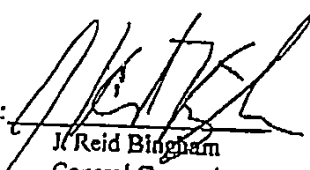
CERTIFICATE RE ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF
DESIGNATION
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HAMILTON BANCORP INC.

By: 
J. Reid Bingham
General Counsel
and Secretary

Robert L. Grossman, Greenberg Traurig, 1221 Brickell Avenue,
Miami, Florida 33131, (305) 579-0500, Florida Bar #347841.

H97000001441

ARTICLES OF AMENDMENT
AMENDING AND RESTATING CERTIFICATE OF DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES B 14% FIXED RATE NON-VOTING, NON-CUMULATIVE,
PERPETUAL PREFERRED STOCK
OF
HAMILTON BANCORP INC.

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