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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Federal Trust Corporation*

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Sam Lester
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Sam

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF FEDERAL TRUST CORPORATION**

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, Federal Trust Corporation ("Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Amendment adopted: Article III of the Restated Articles of Incorporation originally filed with the Secretary of State of the State of Florida on October 5, 1994, is hereby amended to read as follows:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 15,000,000 shares, all of which shall be shares of common stock having a par value of \$0.01 per share (the "Common Stock"). All such shares shall be identical with each other in every respect and the holders of such shares shall be entitled to one vote for each share on all matters on which stockholders have the right to vote.

Amendment adopted: Article V, Section C., of the Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on October 5, 1994, is hereby amended to read as follows:

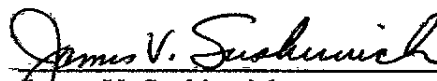
ARTICLE V - POWERS AND GOVERNANCE

C. Special meetings of the stockholders may be called by: (i) the Board of Directors pursuant to a resolution duly adopted by a majority of the total number of directors then authorized, whether or not any vacancies then exist in previously authorized directorships (the Board of Directors as comprised of all directorships authorized at a given time being the "Full Board"); or (ii) by stockholders who hold not less than twenty percent (20%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting by their signing, dating and delivering to the Corporate Secretary one or more written demands for the special meeting describing the purpose(s) for which the special meeting is to be held.

In accordance with Section 607.1003, *Florida Statutes*, the foregoing Articles of Amendment were proposed and approved by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors held on April 3, 1998, and subsequently adopted by affirmative vote of a sufficient number of the single class of stockholders of the Corporation at the 1998 Annual Meeting of Shareholders held on May 22, 1998.

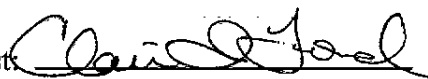
IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation executed these Articles of Amendment on this 22nd day of May, 1998.

FEDERAL TRUST CORPORATION



James V. Suskiewich
Chairman of the Board,
President and Chief Executive Officer

Attest



Clair I. Ford
Corporate Secretary

