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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 #)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 checked="" 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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AMEND
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

**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 VI, Section 1 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 VI - DIRECTORS

Section 1. Number, Staggered Terms. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full Board. However, the maximum number of directors shall be eleven and the minimum shall be three. The directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of those elected as Class I at the 1999 Annual Meeting of Shareholders to expire at the 2000 Annual Meeting of Shareholders; the term of office of those elected as Class II directors at the 1999 Annual Meeting of Shareholders to expire at the 2001 Annual Meeting of Shareholders; and the term of office of those elected as Class III at the 1999 Annual Meeting of Shareholders to expire at the 2002 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, each director elected to succeed a director whose term is expiring shall be elected for a three-year term.

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Amendment adopted: Article VIII 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 VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Amended and Restated Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by these Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or

repeal any provision of these Amended and Restated Articles of Incorporation.

The foregoing paragraph notwithstanding, any specific Article of these Amended and Restated Articles of Incorporation ratified by the shareholders of the Corporation at their 1999 Annual Meeting and Articles VI and VIII may only be amended or repealed by the affirmative vote of the holders of not less than 66% of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

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

ARTICLE IX - CONTROL SHARE ACQUISITIONS AND BUSINESS COMBINATIONS

- a. The affirmative vote of the holders of not less than 66% of the outstanding shares of common stock, not including any Control Shares (as defined herein), shall be required for the adoption of a resolution granting Control-Share Voting Rights pursuant to Section 607.0902(9), *Florida Statutes*.
- b. The affirmative vote of the holders of not less than 66% of the outstanding shares of common stock of the Corporation shall be required for the approval or authorization of any Business Combination (as defined herein).
- c. For the purpose of this Article IX:
 1. The term "Business Combination" shall mean any: (i) merger, share exchange or consolidation of the Corporation or a subsidiary of the Corporation with an Acquiring Person (as herein defined) or any other corporation which is or after such merger or consolidation would be an Affiliate or Associate (as hereinafter defined) of an Acquiring Person; (ii) sale, lease or transfer (in one transaction or a series of transactions) with any Acquiring Person or any Affiliate of any Acquiring Person, of all or substantially all of the assets of the Corporation or of a subsidiary of the Corporation to an Acquiring Person or any Affiliate or Associate of any Acquiring Person; (iii) adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Acquiring Person or any Affiliate or Associate of any Acquiring Person; (iv) reclassification of securities (including any reverse stock split) or recapitalization of the Corporation or any other transaction that would have the effect, either directly or indirectly, of increasing the proportionate ownership of any class of

equity or convertible securities of the Corporation or any subsidiary of the Corporation which is directly or indirectly beneficially owned by an Acquiring Person or any Affiliate or Associate of any Acquiring Person; and (v) an agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

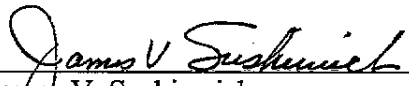
2. The term "Person" shall mean any individual, firm, corporation or other entity and shall include any group comprised of any Person and any other person with whom such person or any Affiliate or Associate of such Person has any agreement, arrangement or understanding, directly or indirectly, for the purpose of acquiring, holding, voting or disposing of voting stock of the Corporation.
3. The term "Acquiring Person" shall mean any Person (other than the Corporation, or any subsidiary or any profit-sharing, employee stock ownership or other employee benefit plan of the Corporation or any subsidiary or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who or which: (i) is the Beneficial Owner (as hereinafter defined) of 25% or more of the outstanding common stock of the Corporation; (ii) is an Affiliate or Associate of the Corporation and at any time within the two year period immediately prior to the date in question was the Beneficial Owner of 25% or more of the outstanding common stock of the Corporation; or (iii) is at such time an assignee of or has otherwise succeeded to the beneficial ownership of any shares of outstanding common stock of the Corporation which were at any time within the two-year period immediately prior to such time beneficially owned by any Acquiring Person, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.
4. A Person shall be a "Beneficial Owner" of any common stock: (i) which such Person or any of its Affiliates or Associates beneficially owns, directly or indirectly; or (ii) which such person or any of its Affiliates or Associates has, directly or indirectly, (a) the right to acquire whether such right is exercisable immediately or not, pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding.

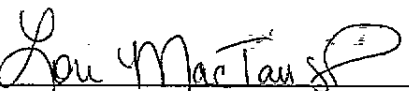
5. The terms "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934.
6. An Acquiring Person shall be deemed to have acquired a share of the common stock of the Corporation at the time when such Acquiring Person became the beneficial owner of the share.
7. The term "Control Shares" shall mean the shares of the Corporation, that, except for Section 607.0902, *Florida Statutes*, would have voting power, that when added to all other shares of the Corporation Beneficially Owned by a Person, would total within any of the following ranges of voting power:
 - (i) One-fifth or more but less than one-third of all voting power.
 - (ii) One-third or more but less than a majority of all voting power.
 - (iii) A majority or more of all voting power.

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 February 26, 1999, and subsequently adopted by affirmative vote of a sufficient number of the single class of stockholders of the Corporation at the 1999 Annual Meeting of Shareholders held on May 28, 1999.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation executed these Articles of Amendment on this 12th day of October, 1999.

FEDERAL TRUST CORPORATION


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

Attest: 
Lori MacTavish
Corporate Secretary