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From: Account Name : SHUTTS & BOWEN, LLP
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CP CAPITAL ASSET ACQUISITION, INC.

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SHUTTS & BOWEN LLP

FIRST UNION CENTER, SUITE 2000

200 EAST BROWARD BLVD.

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(954)524-5505 (Main)

(954)524-5506 (Fax)

To: Karon Beyer

Company: SHUTTS & BOWEN

Fax #: 850-205-0380

Phone: 954 524 5505

Date: 7/13/07

Pages: 7, including cover sheet

From: Felicia Hickey
for Rod Jones

User ID: 5772

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Subject:

Resubmission of Filing

COMMENTS:

Please see attached.
Thank you.

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**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

ROD JONES
(407) 835-6906 Direct Telephone
(407) 849-7206 Direct Facsimile

E-MAIL ADDRESS:
rjones@shutts-law.com

July 13, 2007

VIA ELECTRONIC MAIL

Ms. Karon Beyer
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: CP Capital Asset Acquisition, Inc.;
Articles of Amendment to Amended and Restated Articles of Incorporation

Dear Ms. Beyer:

Please find attached a copy of the Articles of Amendment to the Amended and Restated Articles of Incorporation (the "Amendment") of CP Capital Asset Acquisition, Inc., Document Number P06000018059 (the "Company"), changing the name of the Company to "CP Capital Bancorp, Inc." As you know, the Amendment was submitted electronically on June 26, 2007.

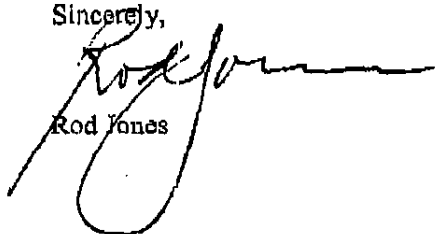
Also attached in this regard is a copy of a letter dated as of today's date from Linda Charity, Director of the Office of Financial Regulation (the "OFR"), confirming that the OFR has no objection to the Company's use of a corporate name including the word "Bancorp".

Based on the foregoing and the attachments, this letter requests that the Amendment be accepted for filing. As I understand, the required fee for filing the Amendment has previously been paid.

Ms. Karon Beyer
July 13, 2007
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Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the attachments or require any additional information, please do not hesitate to contact me.

Sincerely,



Rod Jones

Attachments

cc: Ms. Linda B. Charity
Mr. Harold L. Connell
Alfred G. Smith, Esq.

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6/26/2007 4:32 PAGE 001/001 Florida Dept of State



June 26, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CP CAPITAL ASSET ACQUISITION, INC.

999 BRICKELL AVENUE

SUITE 600

MIAMI, FL 33131

SUBJECT: CP CAPITAL ASSET ACQUISITION, INC.

REF: F06000018059

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

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The approval letter received from the Office of Financial Regulation is the letter dated January 19, 2007, approving the fictitious name CP CAPITAL BANCORP. The approval needed at this time would be for the use of the new corporate name.

My apology for failing to mention the suffix requirement when we originally rejected this document yesterday.

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 (800) 245-6901.

Susan Payne
Senior Section Administrator

FAX And. #: 857000164708
Letter Number: 107A00041829

P.O. BOX 6327 - Tallahassee, Florida 32314

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CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 13, 2007

Rod Jones, Esquire
Shutta & Bowen LLP
300 South Orange Avenue, Suite 1000
Orlando, Florida 32801

Re: CP Capital Bancorp, Inc.

Dear Mr. Jones:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a name change for CP Capital Asset Acquisition, Inc., which is the bank holding company for Security Bank, National Association, located in North Lauderdale, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "bano," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
300 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CP CAPITAL ASSET ACQUISITION, INC.

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), CP CAPITAL ASSET ACQUISITION, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), hereby amends its Amended and Restated Articles of Incorporation in the manner set forth in these Articles of Amendment:

1. Article I of the Corporation's Articles of Incorporation is hereby amended by deleting the provisions thereof in their entirety and by substituting therefor the following paragraph:

ARTICLE I - NAME

The name of this Corporation is CP CAPITAL BANCORP, INC.

2. The amendment was approved by the holders of a majority of the outstanding shares of the common stock of the Corporation and by the holder of all the outstanding shares of preferred stock of the Corporation on May 7, 2007. The approval of the amendment by such holders was sufficient for the approval of the amendment by each such voting group.

3. The amendment shall become effective on the date that these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by its President on this 5th day of June, 2007.

CP CAPITAL ASSET ACQUISITION, INC.

By 
Name: Floyd D. Harper
Title: President