



PORTER, WRIGHT,
MORRIS & ARTHUR

Attorneys & Counselors at Law

4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013
Telephone: 941-263-8898
Facsimile: 941-436-2990
Nationwide: 800-876-7962

S. D. DRESDEN BRUNNER

941-436-2995

dbrunner@porterwright.com

P94000038143

April 2, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

~~500002479765-1~~
~~04/06/98-01053-015~~
~~****122.50 ****122.50~~

RE: The Bank of Winter Park Mortgage Company

Dear Sir/Madam:

Please find enclosed the following documents for filing regarding The Bank of Winter Park Mortgage Company:

~~500002479765-1~~
~~04/06/98-01053-015~~
~~****122.50 ****87.50~~

1. Articles of Amendment to Articles of Incorporation
2. Statement of Change of Registered Agent

Please provide me with a certified copy of the Articles of Amendment. The copy can be mailed to the above address. Enclosed is a check in the amount of \$122.50 for the fee.

If you need anything additional, please let me know. Thank you.

Regards,

S. Dresden Brunner

S. Dresden Brunner

/SDB
Enclosures

NAPLES/0076063.01

APPROVED
AND
FILED
98 APR -6 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OM
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Amend
Cert Copy
87.50
4-6-98
200

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE BANK OF WINTER PARK MORTGAGE COMPANY
(f/k/a Transland Financial Services, Inc.)**

Pursuant to the provisions of sections 607.1003 and 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its Amended and Restated Articles of Incorporation:

FIRST: Amendments adopted:
Article V is hereby amended to read as follows:

There shall be one director of the corporation. The sole director shall be elected by the shareholders by a majority vote of outstanding shares cast at a meeting of the shareholders. The sole director shall hold office until the next annual meeting of the shareholders and until that director's successor is elected and qualified. The sole director may be removed from office, with or without cause, by a vote of shareholders holding a majority of the outstanding shares. The director need not be a holder of voting stock of the corporation and he need not be a resident of the State of Florida.

SECOND: The date of the amendment's adoption is March 18, 1998. The effective time of the amendment is March 18, 1998.

THIRD: Adoption of Amendments

The amendment was approved by a unanimous vote of the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th day of March, 1998.

THE BANK OF WINTER PARK
MORTGAGE COMPANY

By:

R. Frederick Taylor
R. Frederick Taylor, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -6 AM 9:54

APPROVED
AND
FILED