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INTER-OFFICE
COMMUNICATION

GERALD LEWIS
COMPTROLLER OF FLORIDA

DATE: February 4, 1998

TO: Louise Jackson, Bureau of Corporations, Secretary of State

FROM: Amy Groszos, Financial Specialist
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: MARINE BANK OF THE FLORIDA KEYS #1026

Please file the attached amendment to the articles of incorporation for subject bank.

Please make the following distribution of certified copies:

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****140.00 ****140.00

1. Return one (1) copy to : Bureau of Financial Institutions
District II, Division of Banking
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350
2. Mail one (1) copy to: Mr. W. S. Daniels, President/CEO
Marine Bank of the Florida Keys
11290 Overseas Highway
Marathon, FL 33050

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 488-0382.

AG:jm

Attachments

cc: Area Financial Manager, Miami

CORP AMND
3 pages
Amend
NFT

FILED
98 FEB -5 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 FEB -5 PM 3:45

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARINE BANK OF THE FLORIDA KEYS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its Articles of Incorporation:

Article III, entitled "CAPITAL STOCK", is hereby deleted and the following Article III, entitled "CAPITAL STOCK" is hereby substituted in its place:

ARTICLE III
CAPITAL STOCK

The total number of shares authorized to be issued by the corporation shall be 1,000,000 common shares. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

The date of this Amendment was 26 April 1997.

The amendment to Article III of the Articles of Incorporation was approved by the shareholders of the Marine Bank of the Florida Keys. The number of votes cast was sufficient for approval.

In all other respects, the Articles of Incorporation of the Marine Bank of the Florida Keys shall remain as originally executed and filed.

Signed this 31 day of December, 1997.


WILLIAM S. DANIELS, President

APPROVAL OF COMPTROLLER

The Amendment to the Articles of Incorporation of Marine Bank of the Florida Keys, to which this approval is attached, is hereby approved, this 26th day of January, 1998.

A handwritten signature in black ink, appearing to read "Robert F. Milligan", written over a horizontal line.

ROBERT F. MILLIGAN
Comptroller of Florida
and Head of the Department
of Banking and Finance