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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CYPRESS CAPITAL GROUP
CYPRESS TRUST COMPANY

March 7, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: CYPRESS CAPITAL GROUP, INC.
AMENDMENT TO ARTICLES OF INCORPORATIONS
DOCUMENT NUMBER P95000037562

Dear Sir/Madam,

Please find enclosed an Amendment to Articles of Incorporation along with the filing fee of $35.00 to be filed with your office.

If you have any questions, do not hesitate to contact me.

Thank you.

Sincerely,

Gary A. Daugherty

Gary A. Daugherty
Executive Vice President, Corporate Secretary,
Chief Compliance Officer & Senior Trust Officer
Direct: 561-820-2922
Toll Free: 800-439-8745
Email: gary.daugherty@cypresscapitalgroup.com

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CYPRESS CAPITAL GROUP, INC.

CYPRESS CAPITAL GROUP, INC. f/k/a AAM Palm Beach Capital Group, Inc., a Florida corporation, under its corporate seal and the hands of its President and attested to by its Secretary, hereby certifies that:

Pursuant to the resolution of the Board of Directors of the corporation adopted January 27, 2006, and pursuant to Section 607.0602 of the Florida Business Corporation Act, the Directors resolved that, effective on the date of filing with the Department of State of Florida, the first three paragraphs of the June 10th, 2002 amendment to the Articles of Incorporation are hereby amended in their entirety to read as follows:

"PREFERRED STOCK

The corporation is authorized to issue multiple classes of Preferred Stock. Each offering of Preferred Stock shall be distinguished by class, i.e. A, B, C, etc. The maximum par value of Preferred Shares authorized to be issued per class shall be determined by the Board. All preferred shares shall have a par value of $100.00 per share.

The holders of Preferred stock shall be entitled to one vote for each share of Preferred Stock on any issue subject to shareholder vote.

The holders of any specific class of a Preferred Stock offering shall be entitled to receive dividends at the rate as determined by the Board at the time of the initial offering of each Class with said annual rate to be payable annually on December 31st of each and every year the Preferred Stock Class remains outstanding out of current and retained earnings of the corporation. Dividends on all such issues and outstanding shares of Preferred Stock shall accrue from day to day from the date of issuance of such shares until paid, whether or not earned or declared, and shall be computed on the basis of a 360 day year consisting of twelve 30-day months. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for the Common shares or any other class or series of the corporation's non-preferred capital stock, and shall be cumulative, so that if any quarter or quarters dividends upon such outstanding shares of Preferred Stock shall not have been declared (at the issued interest rate) and set apart therefore, the amount of the deficiency shall be fully declared and set apart for payment, but without interest, before any distribution, whether by way of dividends or otherwise, shall be declared or paid upon, or set apart for, the Common shares or any other class or series of the corporation's non-preferred capital stock."

In all other respects, the prior Amendment to the Articles of Incorporation dated June, 10th, 2002, is hereby ratified.

This amendment was adopted by the Board of Directors without shareholder action, and shareholder action was not required.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and attested by its Secretary this 27th day of February, 2006.

CYPRESS CAPITAL GROUP, INC.

By: ______________________

Raymond C. O'Brien, President

ATTEST:

____

Gary A. Daugherty, Secretary