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INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: July 21, 1998

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

FROM: *DMK/jm*
Donald M. Kelly, Financial Control Analyst
Bureau of Financial Institutions, District II, Division of Banking

SUBJECT: REPUBLIC SECURITY BANK #254-T 600002597586--7
-07/24/98--01013--011
****192.50 ****192.50

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

Please make the following distribution of certified copies:

1. Return one (1) copy to : Bureau of Financial Institutions
District II, Division of Banking
The Fletcher Building
101 East Gaines Street, Suite 636
2. Mail two (2) copies to: Flora R. Perez, Esq.
MORGAN, LEWIS & BOCKIUS LLP
5300 South Biscayne Boulevard
200 South Biscayne Boulevard
Miami, FL 33131-2339

(Stamped return envelope attached for your
convenience)

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.

DMK:jm

Attachments

cc: Area Financial Manager, West Palm Beach

FILED
98 JUL 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
NFT 7-24-98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REPUBLIC SECURITY BANK**

**FILED
98 JUL 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections 607.1006 and 655.043, Florida Statutes, the undersigned, Republic Security Bank, a Florida state bank, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the bank is Republic Security Bank.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this bank be amended by amending the first two sentences of ARTICLE III thereof to read as follows:

The total number of shares authorized to be issued by the corporation shall be 100,000,000. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

FURTHER RESOLVED, upon effectiveness of the amendment, each issued and outstanding share of common stock, \$5.00 par value per share, shall, automatically and without any action by the holder thereof, convert into and become one share of common stock, \$1.00 par value.

3. The date of the adoption of the amendment by the shareholders of the bank was June 26, 1998.
4. The number of votes cast for the amendment by the shareholders of the bank was sufficient for approval.

Dated: June 26, 1998.

REPUBLIC SECURITY BANK

By _____


Rudy E. Schupp,
President

Tallahassee, Florida

Comptroller of the State of Florida and
Head of the Department of Banking and Finance