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March 19, 1997

Florida, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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*****35.00 *****35.00

RE: REAL TRUST FINANCIAL CORP.
(Our File No.: 790756.00)

Dear Sir/Madam:

Enclosed herewith is an original and a copy of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$35.00, which represents the fees and charges for filing the amendment.

Very truly yours,

Renet McCall

Renet McCall
Secretary to
S. Craig Wakefield

rm
Enclosures

SH 3/27

FILED
97 MAR 26 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 MAR 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
REAL TRUST FINANCIAL CORP., A FLORIDA CORPORATION**


The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on March 14, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of REAL TRUST FINANCIAL CORP., a Florida corporation, that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of REAL TRUST FINANCIAL CORP., a Florida corporation be amended to change ARTICLE IV Capital Stock to read as follows:

This corporation shall have the authority to
issue 7,500 \$1.00 par value shares of common
capital stock.

In witness whereof, these Articles Of Amendment are being
executed and filed, by the president and the secretary of REAL
TRUST FINANCIAL CORP., a Florida corporation, on behalf of REAL
TRUST FINANCIAL CORP., a Florida corporation.


President - REAL TRUST FINANCIAL CORP.,
a Florida corporation

Cas Camara
(President - Printed Or Typed Name)


Secretary - REAL TRUST FINANCIAL CORP., a Florida corporation

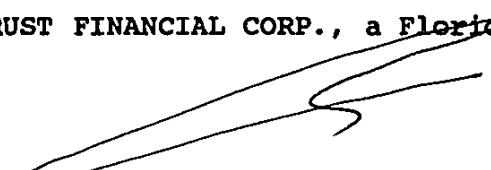
Monica Holanda
(Secretary - Printed Or Typed Name)

State Of Florida
County Of Osceola

On March 11, 1997, the above named president and
secretary of REAL TRUST FINANCIAL CORP., a Florida corporation, who
is personally known to me, or produced a Florida driver's license
as identification, personally appeared before me at the time of
notarization, and, after being given the oath, acknowledged signing

Articles Of Amendment To The
Articles Of Incorporation Of
COAAAI2 REAL TRUST FINANCIAL CORP., a Florida corporation

these Articles Of Amendment To The Articles Of Incorporation Of
REAL TRUST FINANCIAL CORP., a Florida corporation.



Notary Public

S. Craig Wakefield
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)