

P 970000008575

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ESTABLISHED 1893

EMAIL ADDRESS:
LCANTRELL@SGRATL.COM

October 1, 1998

VIA FEDERAL EXPRESS

Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Name change of Coastal Bank Corporation

700002554637-7
10/02/98-01072-008
*****35.00 *****35.00

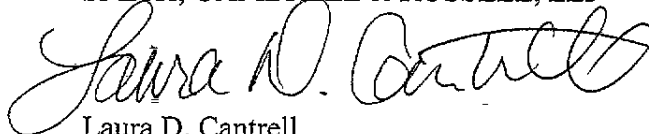
Dear Sir or Madam:

Enclosed please find one original and copy of the Articles of Amendment to the Articles of Incorporation for **Coastal Bank Corporation**. I have enclosed a check in the amount of \$35.00 made payable to the Florida Department of State for the filing fee. Please fax to me the evidence of incorporation once it is completed to: Laura Cantrell, fax number: 404-685-6990.

Please do not hesitate to contact me at (404) 815-3690, if you have any questions or need additional information. Thank you for your assistance with this matter.

Sincerely,

SMITH, GAMBRELL & RUSSELL, LLP



Laura D. Cantrell
Paralegal

enclosures

cc: Jonathan Doyle, Esq.

FILED
98 OCT 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
10-20-98
CC

Cathy Ryan -



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1998

SMITH, GAMBRELL & RUSSELL, LLP
LAURA CANTRELL
1230 PEACHTREE ST., N.E., STE. 3100
ATLANTA, GA 30309-3592

SUBJECT: COASTAL BANK CORPORATION
Ref. Number: P97000008575

We have received your document for COASTAL BANK CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Fax #
(850) 921-2365

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 798A00049890

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DIRECT FAX (404) 685-6830
E-MAIL: JDOYLE@SGRATL.COM

October 19, 1998

VIA FEDERAL EXPRESS

Ms. Cheryl Coulliette
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Coastal Bank Corporation; Reference No. P97000008575

Dear Ms. Coulliette:


We hereby resubmit, on behalf of Coastal Bank Corporation, the enclosed Articles of Amendment to Articles of Incorporation in order to effect the change of name to Marine Bancshares, Inc.

As discussed, I also enclose herewith a copy of the letter dated October 14, 1998 from the Office of Comptroller, Florida Department of Banking and Finance, reflecting its non-objection to the use of the new name.

Please do not hesitate to contact me at (404) 815-3530 should you have any further questions concerning this filing.

Thank you very much for your assistance in this matter.

Very truly yours,


Jonathan J. Doyle

JJD:jm [147047]
Enclosures



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

October 14, 1998

Jonathan J. Doyle
Smith, Gambrell & Russell, LLP
Attorneys at Law
1230 Peachtree Street, NE
Suite 3100, Promenade II
Atlanta, GA 30309-3592

Dear Mr. Doyle:

Re: "Marine Bancshares, Inc."

Reference is made to your letter/fax dated October 13, requesting approval of the above-referenced corporate name which will be a bank holding company of proposed Marine National Bank of Naples, Naples, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Art Simon".

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COASTAL BANK CORPORATION**

FILED
98 OCT 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I. of the Articles of Incorporation is hereby amended by deleting the existing Article I. in its entirety and substituting therefor the following:

"ARTICLE I. NAME

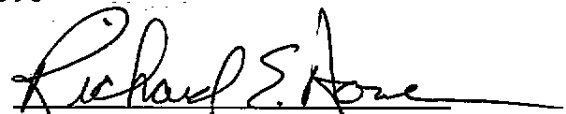
The name of this corporation shall be Marine Bancshares, Inc."

SECOND: The amendment does not provide for any exchange, reclassification or cancellation of issued shares.

THIRD: The amendment was adopted by the Board of Directors of the Corporation on the 1st day of September, 1998.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated this 23rd day of September, 1998


Richard E. Horne, President