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August 21, 1997

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

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FILED
97 AUG 25 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: The First Bermuda Company, Inc.

Gentlemen:

Enclosed for filing is an Amendment To The Articles of Incorporation of The First Bermuda Company, Inc. changing its name to "FIRST BERMUDA CORPORATION, INC.". Our firm's check in the amount of \$35.00 is attached.

Please provide the undersigned with confirmation of same.

Thanks.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS &
KIRKLAND, P.A.

G. JOSEPH HARRISON

GJH:ps
Encs.
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N/c

V8 SEP 4 1997

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
THE FIRST BERMUDA COMPANY, INC.

FILED
97 AUG 25 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned President and Secretary of THE FIRST BERMUDA COMPANY, INC., a corporation organized under the laws of the State of Florida, hereby certify:

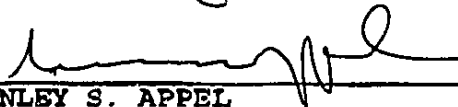
1. That the name of the corporation is THE FIRST BERMUDA COMPANY, INC.

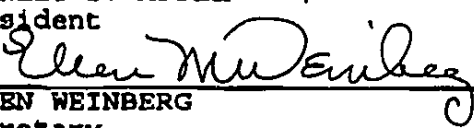
2. The Articles of Incorporation of said corporation are amended as follows:

A. The name of the corporation is hereby changed to "FIRST BERMUDA CORPORATION, INC." and the previous name of the corporation shall be deleted from the Articles of Incorporation in each and every place where it appears and the new name substituted in place thereof. Said name change shall take effect immediately upon the filing of this Amendment to the Articles of Incorporation.

3. In all other respects the Articles of Incorporation are ratified, reaffirmed and remain unchanged.

4. The above Amendment to the Articles of Incorporation of THE FIRST BERMUDA COMPANY, INC. were adopted by the Shareholders of the Corporation, by written consent of a majority of Shareholders entitled to vote thereon pursuant to Florida Statute Section 607.0704(1995) on the 15th day of August, 1997.


STANLEY S. APPEL
President


ELLEN WEINBERG
Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared STANLEY S. APPEL, personally known to me to be the President of THE FIRST BERMUDA COMPANY, INC., and that he acknowledged executing the same under authority duly vested in him by said corporation, and that the corporate seal affixed thereto is the true corporate seal of the corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 18th day of August, 1997.

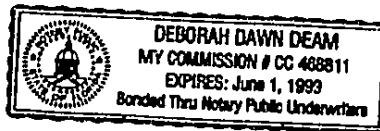
(Notary Seal)

Deborah Dawn Deam
Signature

Deborah Dawn Deam
Print Name

NOTARY PUBLIC - STATE OF FLORIDA
Commission No. 468811

My Commission Expires:



STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared ELLEN WEINBERG, personally known to me to be the Secretary of THE FIRST BERMUDA COMPANY, INC., and that she acknowledged executing the same under authority duly vested in her by said corporation, and that the corporate seal affixed thereto is the true corporate seal of the corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 18th day of August, 1997.

(Notary Seal)

Deborah Dawn Deam
Signature

Deborah Dawn Deam
Print Name

NOTARY PUBLIC - STATE OF FLORIDA
Commission No. 468811

My Commission Expires:

