00 JAN 27 PM 1:30

SECRETARY OF STATE TALLAHASSEE, FLORIDA

JOHN P. GREELEY

SMITH MACKINNON

PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

SUITE 800 CITRUS CENTER 255 SOUTH ORANGE AVENUE ORLANDO, FLORIDA 32801

January 26, 2000

POST OFFICE BOX 2254 ORLANDO, FLORIDA 32802-2254

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Via Federal Express

Ms. Karon Beyer Florida Secretary of State Division of Corporations Bureau of Corporate Records 409 East Gaines Street Tallahassee, FL 32399

Re:

CNLBank

Dear Karon:

400003113184---01/27/00--01017--014 *****52.50 *****52.50

01/27/00--01017--015 ******8.75 _******8.75

This is pursuant to my telephone conference earlier this week. As I indicated, the shareholders of Alliance Bank previously approved changing the Bank's name from Alliance Bank to CNLBank. Alliance Bank filed Articles of Amendment to its Articles of Incorporation reflecting the change in the bank name previously. Unfortunately, the Articles of Amendment in related that the new bank name was "CNL Bank," instead of "CNL Bank" as it should have been reflected.

Accordingly, we are filing the enclosed corrective Articles of Amendment, which do not = change the name of the bank, but do reflect the proper spelling of the new name (i.e., CNLBank). I would appreciate it if you could have the enclosed Articles of Amendment filed, and have two certified copies returned to me at your earliest convenience. I am assuming that you will 20 so have a certified copy delivered to the Florida Department of Banking and finance (or let ne knowlf I should provide this to the Department). Enclosed are checks in the amount of \$61.25 payable to the Florida Secretary of State for the filing fees.

As always, we very much appreciate the assistance that you have provided. If you have any questions regarding the foregoing, please do not hesitate to call me.

Very trulý

JPG:erw Enclosures

Copy to:

William C. Beiler, President and Chief Executive Officer woodence

CNLBank

SMITH, MACKINNON, GREELEY, BOWDOIN, EDWARDS, BROWNLEE & MARKS, P.

C:\JPG\CNLBank\Beyer.ltr.wpd

S. PAYNE

JAN 27 2000

FILED

ARTICLES OF AMENDMENT

TO

00 JAN 27 PM 1: 30 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALLIANCE BANK

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Alliance Bank are hereby amended as follows:

<u>FIRST</u>: Article I of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The name of the corporation shall be CNLBank and its initial place of business shall be at 455 South Orange Avenue, in the City of Orlando, in the County of Orange and State of Florida.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on October 20, 1999 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 21st day of October, 1999.

ALLIANCE BANK

William C. Beiler

President and Chief Executive Officer

STATE OF FLORIDA COUNTY OF ORANGE

Personally Known or Produced Identification IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	William C. Beiler, as President and Chief Executive corporation. P. GREE **CC 759925 **CC 759	Printed Names John P. Greeley
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