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MCCAFFREY & RAIMI, P.A.

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October 26, 1998

FILED
98 OCT 29 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Naples Bay National Bank Corporation

300002675763--0
-10/29/98-01068-010
*****87.50 *****43.75

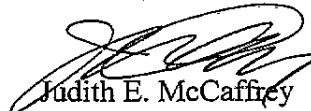
Dear Sir:

Enclosed for filing please find "Articles of Amendment of Articles of Incorporation of Naples Bay National Bank Corporation". By virtue of this amendment, the name of the corporation is changed to "Banking Corporation of Florida". Enclosed please find a letter from the Office of the Comptroller, Department of Banking and Finance, indicating that the Division of Banking has no objection to the use of this name.

Also enclosed is a check for \$87.50, representing \$35 for the filing fee and \$52.50 for a certified copy. Please send the certified copy of this filing to me at the above address.

Thank you for you kind attention to this matter.

Sincerely,


Judith E. McCaffrey

VS NOV 3 1998

N/C

Enclosures

*Judith McCaffrey gave Authorization
to add date of Adoption. 10/2
JB*

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 8, 1998

Judith E. McCaffrey
McCaffrey & Raimi, PA
5811 Pelican Bay Boulevard
Suite 206-A
Naples, FL 34108

Dear Ms. McCaffrey:

Re: "Banking Corporation of Florida"

Reference is made to your letter/fax dated October 7, requesting approval of the above-referenced corporate name which will be a bank holding company of proposed First Florida Bank, 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 cursive script, 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
OF
ARTICLES OF INCORPORATION
OF
NAPLES BAY NATIONAL BANK CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

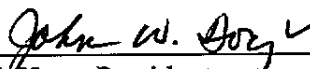
FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the name "NAPLES BAY NATIONAL BANK CORPORATION" and inserting in place thereof the name "BANKING CORPORATION OF FLORIDA" so that Article I shall now read as follows:

"The name of this corporation shall be BANKING CORPORATION OF FLORIDA."

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

THIRD: The amendment was approved by the written unanimous consent of the shareholders on the 13th day of October, 1998.

Dated this 13^m day of October, 1998.



John W. Hoyt, President