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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

FMB Daytona Beach Inc.

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
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<input type="checkbox"/>	Merger

OTHER FILINGS	
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DIVISION OF CORPORATION

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

*Amended & N.C.*

*6-30-98  
CC*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FMB DAYTONA BEACH, INC.**

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1. Article 1 of the Articles of Incorporation of FMB Daytona Beach, Inc. (the "Corporation") is amended as follows:

"The name of the corporation is: "FMB Funding, Inc."

2. Article 4 of the Articles of Incorporation is amended by adding the following provisions for the authorization of a second class of shares:

*Section 1. Classes*

The maximum number of shares which the corporation is authorized to issue is 100 shares of common voting stock having a par value of \$1.00 per share ("Common Shares") and 10 shares of preferred, non-cumulative voting stock having a par value of \$1.00 per share ("Preferred Shares"). All stock issued shall be fully paid.

*Section 2. Rights upon Liquidation or Dissolution*

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, and subsequent to payment of all creditors, the holders of record of the Preferred Shares shall be entitled to be paid per share the amount equal to the value of the assets contributed to the corporation by such holders on a pro-rata basis for each share for the Preferred Shares held by them ("Acquisition Value"). After payment to the holders of the Preferred Shares of the amount payable to them as above set forth, the remaining assets of the corporation shall be payable to and distributed ratably among the holders of record of the common shares.

*Section 3. Voting Rights*

Each holder of a Common Share or Preferred Share shall be entitled to one (1) vote for each share held on all matters presented to the shareholders for consideration.

*Section 4. Dividends/Preferred Shares*

The holders of record of the Preferred Shares shall be entitled to receive dividends, when and as declared by the board of directors out of the assets of the corporation legally available for payment, in preference to and in priority over dividends payable to the holders of the Common Shares of the corporation. No dividends shall be payable upon the Common Shares until such time as the dividends declared and paid to the holders of the Preferred Shares shall be equal to Acquisition Value of said shares. The holders of the Preferred Shares shall not be entitled to any dividends other than the cash dividends provided for in this

paragraph. Dividends on the Preferred Shares shall not accumulate and shall be not be due to the holders of the Preferred Shares unless declared by the board of directors.

3. The foregoing amendment was adopted by the shareholders and members of the board of directors of the corporation on June 22, 1998, by unanimous vote.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on 6/22/98.

  
\_\_\_\_\_  
Joseph K. Brick, President

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of June, 1998, by Joseph K. Brick, as President of FMB Daytona Beach, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:

Sign: 

Print: \_\_\_\_\_

State of Florida At Large

(Seal)

My Commission Expires:

Title/Rank: \_\_\_\_\_

Commission Number: \_\_\_\_\_



David B. Lotz  
MY COMMISSION # GC605497 EXPIRES  
December 4, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.