

**CORPORATE  
ACCESS,  
INC.**

**P98000022945**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP**

*5/14/98 1:00*

FILED  
98 MAY 14 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFIED COPY**

CUS

**PHOTO COPY**

**FILING** *Amend*

1.) *Bancorp Capital Group, Inc.*

(CORPORATE NAME & DOCUMENT #)

100002523551--5

-05/14/98--01066--010

\*\*\*\*\*87.50 \*\*\*\*\*87.50

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

6.) (CORPORATE NAME & DOCUMENT #)

7.) (CORPORATE NAME & DOCUMENT #)

8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

*N/C*  
*5/14/98*  
*JB*

RECEIVED  
98 MAY 4 11:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



ROBERT E. MILLIGAN  
COMPTROLLER OF FLORIDA

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

April 1, 1998

Mr. James T. Elliott  
1890 University Drive  
Suite 107  
Coral Springs, FL 33071

Dear Mr. Elliott:

Re: "Banctrust Mortgage Corporation"  
"Banctrust Mortgage, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced names. It is the opinion of this Department that your names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced names being registered as Florida corporations in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", written over a horizontal line.

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 488-1111

:kr

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

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BANCORP CAPITAL GROUP, INC.

FILED  
98 MAY 14 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is: BANCORP CAPITAL GROUP, INC.
2. Article I of the Articles of Incorporation of BANCORP CAPITAL GROUP, INC. is hereby amended to read in its entirety as follows:

ARTICLE I. CORPORATE NAME

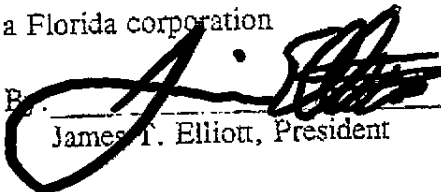
The name of this Corporation is:

BancTrust Mortgage Corporation

3. The foregoing amendment was unanimously adopted by the Board of Directors of the Corporation on May 11, 1998 and was approved on May 11, 1998 by unanimous written consent of all the Shareholders of the Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 11th day of May, 1998.

BANCORP CAPITAL GROUP, INC.,  
a Florida corporation

By:   
James T. Elliott, President