



P99000008864

ACCOUNT NO. : 072100000032

REFERENCE : 126593 4306424

AUTHORIZATION : *Katia*

COST LIMIT : \$ 35 *Katricia Pujat*

ORDER DATE : February 8, 1999

ORDER TIME : 11:22 AM

ORDER NO. : 126593-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Sandy York
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

*Name Change
&
Amend
100002767671--E*

DOMESTIC AMENDMENT FILING

NAME: CMBK CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
99 FEB -8 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -8 PM 12:18
DIVISION OF CORPORATION
DR
2/9/99

**00050, 02545, 00615, 00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CMBK CORP.
Ref. Number: P99000008864

RESUBMIT

Please give original
submission date as file date.

We have received your document for CMBK CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 399A00005489

Annette,
If there are any more problems,
would you mind giving me a call at 521-1000
X1157. The client is in a closing & needs these
filed asap.

Thanks -

Andree

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
CMBK CORP.

FILED
99 FEB -8 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is CMBK CORP. (the "Corporation").

II.

Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

The name of the corporation is Community Bank of Florida, Inc. (hereinafter called the "Corporation")."

Article IV of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE IV - REGISTERED AGENT

The street address of the Registered Office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Registered Agent at that address is, Corporation Service Company.

III.

This Amendment was adopted pursuant to Sections 607.1005 and 607.502 of the Florida Business Corporation Act prior to the issuance of any shares of stock by the Corporation by the consent of the sole incorporator of the Corporation dated as of the 5th day of February, 1999.

IN WITNESS WHEREOF, the Sole Incorporator of CMBK CORP., has executed these Articles of Amendment as of the 5th day of February, 1999.

CMBK CORP.

By: 

Abigail Watts-FitzGerald, P.A.
Sole Incorporator

ASSIGNMENT AND ASSUMPTION OF INTELLECTUAL PROPERTY

This ASSIGNMENT AND ASSUMPTION OF INTELLECTUAL PROPERTY (the "Assignment"), is made and entered into as of this ___ day of January, 1999, by and between Community Banks of Florida, Inc., a Florida corporation (the "Company"), and CMBK Corp., a Florida corporation (the "Acquiror").

NOW, THEREFORE, for \$1,500 and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged:

1. The Company does hereby sell, grant, convey, assign, transfer and deliver to Acquiror all of the Company's right, title and interest in and to the corporate and trade names "Community Banks of Florida, Inc." and "Community Banks of Florida" together with all goodwill associated therewith and symbolized thereby and all state registrations, if any, with respect thereto (collectively, the "Intellectual Property"), free and clear of any and all liens, mortgages, equities, security interests, pledges, charges, debts, taxes, liabilities and encumbrances whatsoever.

2. The Company further agrees that it will at any time and from time to time, at the request of Acquiror, execute and deliver to Acquiror all other and further instruments necessary to vest in Acquiror the right, title and interest in or to any of the Intellectual Property which this instrument purports to transfer to Acquiror.

3. Any individual, partnership, corporation or other entity may rely, without further inquiry, upon the powers and rights herein granted to the Acquiror. All of the terms and provisions of this Assignment will be binding upon the Company and its successors and assigns and will inure to the benefit of Acquiror and its successors and assigns. This Assignment shall be governed by and interpreted in accordance with the laws of the State of Florida, without regard to conflict of law principles thereunder.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of this ___ day of January, 1999.

THE ACQUIROR:

CMBK Corp.

By: 

Name: A. C. Watts-FitzGerald
Title: President

THE COMPANY:

Community Banks of Florida, Inc.

By: 

Name: R. G. Williams
Title: Sole Shareholder
Director

AFFIDAVIT

The undersigned, ROBERT GUIDIDAS, the duly elected and acting shareholder of Community Banks of Florida, Inc., a Florida corporation ("Affiant"), in the capacity described below, being duly sworn, deposes and says:

1. That Community Banks of Florida, Inc. (the "Corporation") was organized under the laws of the State of Florida on October 20, 1997, and was administratively dissolved by the Florida Department of State on October 16, 1998.

2. That this Affidavit is made in order to permit CMBK CORP., a corporate entity under the Florida Business Corporation Act, to use the name "Community Banks of Florida, Inc."

3. That the Corporation does not intend to apply to the Florida Department of State for reinstatement under Section 607.1422 of the Florida Statutes.

4. That the Corporation hereby permits CMBK CORP., to immediately assume and use the name "Community Banks of Florida, Inc."

5. Under penalties of perjury, Affiant hereby declares that Affiant has examined this Affidavit and further declares to the best of Affiant's knowledge and belief, the statements contained in this Affidavit are true, correct and complete.

FURTHER AFFIANT SAYETH NAUGHT.

COMMUNITY BANKS OF FLORIDA, INC.

By: Robert Guididas
Name: R. Guididas
Title: Sole Shareholder Director

STATE OF Florida
COUNTY OF Collier }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in the county aforesaid to take acknowledgments, personally appeared Robert Guididas, as President of Community Banks of Florida, Inc., a corporation organized under the laws of the State of Florida, who has executed the foregoing instrument on behalf of said Corporation and who acknowledged to and before me that he did so voluntarily as such officer and for the purposes set forth herein, and who is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of January, 1999.

Shirley M. Nemeth
Notary Public, State of Florida

Name: Shirley M. Nemeth
Commission No. _____
Commission Expires: _____

