

AMENDMENT TO THE BY-LAWS OF THE ENTERPRISE ZONE CORP. OF BRADDOCK

At the June 9, 1998 meeting of the membership of the Enterprise Zone Corp. of Braddock the following action took place. The following changes were unanimously approved by the membership to amend the By-laws of the Enterprise Zone Corp. of Braddock in accordance with ARTICLE VIII – AMENDMENTS of the Corporation By-laws:

Article IV - Membership

Section 3:

DELETE: The annual meeting of the Corp. will be held on the second Wednesday in February.

ADD: The annual meeting of the Corp. will be held on the second Tuesday in February.

Article IV Membership

Section 1 (b)

DELETE: 1 representative from National City Bank

DELETE: 1 representative from Mellon Bank, N.A.

ADD: 2 representatives from area financial institutions selected by a majority vote of 51% of the membership in good standing.

Article V - Board of Directors

Section 3:

DELETE: 1 representative from National City Bank

DELETE: 1 representative from Mellon Bank, N.A.

ADD: 2 representatives from area financial institutions

Section 4:

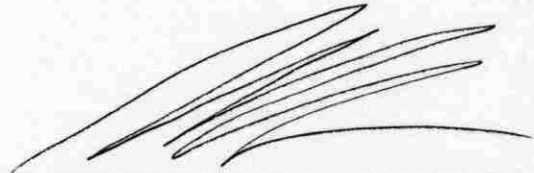
DELETE: Nomination of three at-large Directors: the President shall appoint a Nominating Committee from the membership to prepare a slate of candidates for the three Director positions. The Nominating Committee shall present the slate to the President thirty (30) days prior to the Annual Meeting.

ADD: Nomination of three at-large Directors and two representatives from area financial institutions: the President shall appoint a Nominating Committee from the membership to prepare a slate of candidates for the three Director positions and two representatives from area financial institutions. The Nominating Committee shall present the slate to the President thirty (30) days prior to the Annual Meeting.

Section 5:

DELETE: Election of three at-large Directors: the Secretary will inform the membership in writing thirty (30) days prior to the Annual Meeting of the slate of candidates to be presented to the Annual Meeting. Nominations shall be permitted from the membership by members submitting a written list on behalf of 10% of the membership to the Secretary thirty (30) days prior to the Annual Meeting.

ADD: Election of three at-large Directors and two representatives from area financial institutions: the Secretary will inform the membership in writing thirty (30) days prior to the Annual Meeting of the slate of candidates to be presented to the Annual Meeting. Nominations shall be permitted from the membership by members submitting a written list on behalf of 10% of the membership to the Secretary thirty (30) days prior to the Annual Meeting.



Lisa Silberman Wyner, Secretary
June 9, 1998