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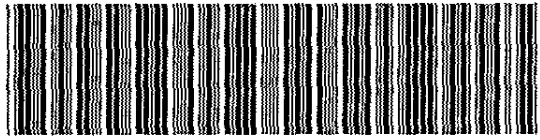
(Business Entity Name)

(Document Number)

Certified Copies 24 Certificates of Status _____

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*None Change
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06/07/04 -01002--002 **35.00

06/07/04 -01002--003 **35.00

RECEIVED
04 JUN -4 PM 3:49
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*FOR
6/4/04*

FILED
04 JUN -4 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: June 4, 2004
TO: Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
FROM: Robert Hayes, Office of Financial Regulation
SUBJECT: First State Bank of Ft. Lauderdale, Ft. Lauderdale, Florida

Please file the attached articles amendment for the above-referenced institution using June 4, 2004 as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Office of Financial Regulation
Bureau of Bank Regulation-District II
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Valley Bank
424 West Sunrise Boulevard
Fort Lauderdale, Florida 33311-6286
- (3) One Copy to: Federal Deposit Insurance Corporation
10 Tenth Street NE, Suite 800
Atlanta, Georgia 30309-3906
- (4) One Copy to: Federal Reserve Bank of Chicago
Post Office Box 834
Chicago, Illinois 60690

Also attached are two checks totaling \$70.00, which represent payment of the applicable fees. If you have any questions, please call me at 410-9518.

Attachment

cc: Federal Reserve Bank of Chicago, Chicago, Illinois
Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District II

**AMENDMENTS TO ARTICLES OF INCORPORATION
OF
FIRST STATE BANK OF FORT LAUDERDALE**

FILED
04 JUN -4 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of First State Bank of Fort Lauderdale, Fort Lauderdale, Florida do hereby certify that the Board of Directors of said Bank approved and the shareholders of the Bank approved by written action in compliance with Section 607.0704, Florida Statutes, the following amendments to the Articles of Incorporation of the Bank changing its name to Valley Bank, authorizing additional shares of its common stock and eliminating preemptive rights of shareholders by amending Article I and Article III of the Articles of Incorporation so that in lieu of their present language they shall read:

ARTICLE I

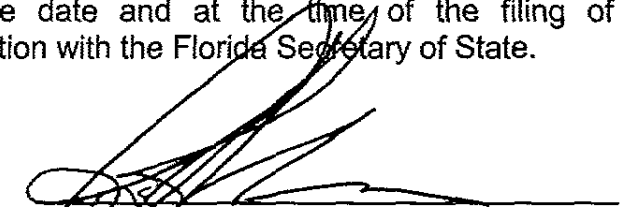
The name of the corporation shall be:

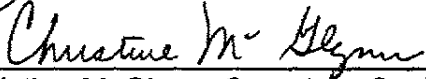
VALLEY BANK

and its principal place of business shall be at 424 West Sunrise Boulevard in the City of Fort Lauderdale in the County of Broward and State of Florida.

ARTICLE III

The total number of shares of all classes the corporation is authorized to issue is One Million (1,000,000) shares of common stock, with a par value of Ten Dollars (\$10) per share. Shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares or treasury shares, and any prior right to do so is hereby terminated effective on the date and at the time of the filing of these Amendments to Articles of Incorporation with the Florida Secretary of State.


James R. Bunn, President


Christine McGlynn, Secretary-Cashier

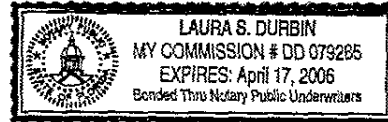
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4th day of June, 2004, by James R. Bunn, President, and Christine McGlynn, Secretary-Cashier, of First State Bank of Fort Lauderdale, a banking corporation of the State of Florida, on behalf of the corporation.

Laura S. Durbin

Notary Public

My commission expires:



The foregoing amendments are hereby approved this 4th day of June, 2004.

Linda B. Charity

Linda B. Charity, Deputy Director
Florida Office of Financial Regulation

DOCS/612411.1