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1 / 3

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NAPLES BANCORP, INC.**

NAPLES BANCORP, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), hereby certifies:

I.

The name of the Corporation is "Naples Bancorp, Inc."

II.

Article III, Section A(1) of the Articles of Incorporation shall be deleted in its entirety, and the following shall be substituted therefor:

"ARTICLE III

A. Number and Class of shares authorized; par value.

(1) Common Stock – The aggregate number of shares of common stock (referred to in these Articles as "Common Stock") which the Corporation shall have authority to issue is NINETEEN MILLION (19,000,000) at no par value."

The remainder of Article III of the Articles of Incorporation shall remain unchanged.

III.

The amendment to the Corporation's Articles of Incorporation was approved by the Corporation's board of directors, and was proposed by the board of directors to the shareholders of the Corporation, who approved the same by written consent in accordance with the provisions of FBCA 607.0704 and 607.1003. The number of shareholder votes cast for the amendment was sufficient for its approval, and was adopted by the shareholders on June 18, 2010.

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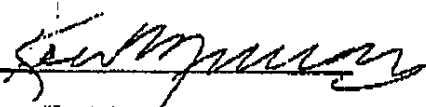
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IN WITNESS WHEREOF, Naples Bancorp, Inc. has caused this Amendment to the Articles of Incorporation to be executed by its duly authorized officer this June 18, 2010.

NAPLES BANCORP, INC.

By: 

Name: Ken Murray

Title: President

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