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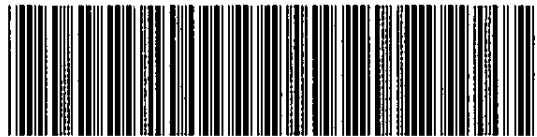
(Business Entity Name)

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FILED
2009 DEC 16 A 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Teevis
12-16-09

SMITH MACKINNON, PA
ATTORNEYS AT LAW

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JOHN P. GREELEY

December 14, 2009

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation
Old Southern Bancorp, Inc.

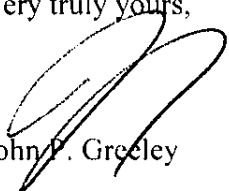
Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of Old Southern Bancorp, Inc., accompanied by a check in the amount of \$52.00 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have a certified copy of the filed articles returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw
Enclosures

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
OLD SOUTHERN BANCORP, INC.
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

FILED
2009 DEC 16 A 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Old Southern 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 "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Old Southern Bancorp, Inc.

Pursuant to the provisions of the Act, Article IV, Section A of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and inserting the following in lieu thereof:

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) **Common Stock.** The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 40,000,000 with a par value of \$1.00 per share.

(2) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$1.00 per share.

CERTIFICATE

The undersigned, being the duly elected and incumbent Chairman and Chief Executive Officer of Old Southern Bancorp, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly authorized, adopted and approved by the holders of shares of Common Stock of the Corporation being the sole voting group entitled to vote thereon, on April 15, 2009, and the number of votes cast for the amendment by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 14th day of December, 2009.

OLD SOUTHERN BANCORP, INC.

By: 
John G. Squires
As its: Chairman and Chief Executive Officer