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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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*****35.00 *****35.00

Amended &

Restated

Edison Bancshares, Inc.

() Profit

() NonProfit

() Limited Liability Co.

() Foreign

() Limited Partnership

() Reinstatement

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDISON BANCSHARES, INC.**

97 JUL -2 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE

The Corporation, formerly First Southern Financial Corporation, whose Articles of Incorporation were originally filed with the Florida Department of State on October 9, 1996, hereby amends and restates these Articles, effective as of June 4, 1997, the date on which such amendments and restatement were duly approved by the shareholders of the Corporation pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I.

The corporate name that satisfies the requirements of Section 607.0401 is Edison Bancshares, Inc.

ARTICLE II.

The street and mailing address of the principal office of the Corporation is 4575 Via Royale, Suite 108, Fort Myers, Florida 33919.

ARTICLE III.

The Corporation shall have authority to issue 10,000,000 shares of capital stock, \$.10 par value.

ARTICLE IV.

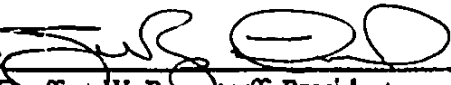
The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The registered agent of the Corporation is CT Corporation System.

ARTICLE V.

The name and address of the Incorporator of the Corporation is Tamara Odom, 660 East Jefferson Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 30th day of June, 1997.

EDISON BANCSHARES, INC.

By: 

Geoffrey W. Roepstorff, President

EXHIBIT 1
ARTICLES OF AMENDMENT
OF
FIRST SOUTHERN FINANCIAL CORPORATION

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is First Southern Financial Corporation.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the Article numbered "First" so that, as amended, said Article shall read as follows:

ARTICLE I.

The corporate name that satisfies the requirements of Section 607.0401 is Edison Bancshares, Inc.

THIRD: The Articles of Incorporation of this Corporation are amended by changing the Article numbered "Third" so that, as amended, said Article shall read as follows:

ARTICLE III.

The Corporation shall have authority to issue 10,000,000 shares of capital stock, \$.10 par value.

FOURTH: Subsequent to the issuance of shares, the amendments set forth above were adopted by the shareholders of the Corporation pursuant to Section 607.1003 and the number of votes cast for the amendments was sufficient for such adoption and approval.

FIFTH: The amendments to the Articles of Incorporation of the Corporation set forth above were adopted by the shareholders of the Corporation on the 4th day of June, 1997.

Signed this 30th day of June, 1997

FIRST SOUTHERN FINANCIAL CORPORATION

By: 
Geoffrey W. Roepstorff, President

**CERTIFICATE
OF
EDISON BANCSHARES, INC.**

In accordance with Section 607.1007 of the Florida Business Corporation Act, Edison Bancshares, Inc. (the "Corporation") has caused to be executed and delivered to the Florida Department of State the preceding Amended and Restated Articles of Incorporation of the Corporation, which contain information requiring shareholder approval. Pursuant to Section 607.1006 of the Florida Business Corporation Act, attached hereto as Exhibit 1 are the Corporation's Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Edison Bancshares, Inc. on the 30th day of June, 1997.

EDISON BANCSHARES, INC.

By: 
Geoffrey W. Roepstorff, President