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Established 1897

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August 11, 1997

Carol gave permission to delete the word Initial. D.C. 8-20-97

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400002265724--7
-08/13/97--01062--003
*****35.00 *****35.00

Re: FIRST STATE FINANCIAL CORPORATION

Dear Madam Secretary:

Enclosed in duplicate is an Amendment to Articles of Incorporation of First State Financial Corporation wherein Article 6 has been changed to reflect the initial Board of Directors is five rather than four and, of course, naming the fifth Director. Our check in the amount of \$35.00 is also enclosed covering the filing fee. Please return the validated duplicate of the Amendment to this office at your earliest convenience.

Very truly yours,

CTF

C. Ted French

CTF/cw
Enc.

cc: Mr. Patrick L. Arnold

*Amendment
8/20/97
DC*

FILED
97 AUG 13 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 AUG 13 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
FIRST STATE FINANCIAL CORPORATION

The undersigned, **PATRICK L. ARNOLD**, President of **FIRST STATE FINANCIAL CORPORATION**, hereby certifies that at a meeting of the shareholders of said corporation held on the 1st day of August, 1997, the following resolution amending its Certificate of Incorporation was unanimously approved by all of the shareholders, to-wit:

RESOLVED, that Article 6 of the Certificate of Incorporation of this corporation hereby shall be amended to read as follows:

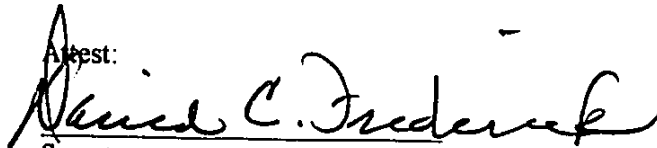
Article 6. Board of Directors. The number of Directors constituting the Board of Directors is five. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each Director of the Corporation is as follows:

Alfred G. Spriggs, 264 Saratoga Court, Osprey, FL 34229;
Patrick L. Arnold, 5798 Sandy Pointe Drive, Sarasota, FL 34233;
Robert L. Shell, Jr., 1140 S. Harbor Drive, Singer Island, FL 33404;
Neal W. Scaggs, 302 Central Avenue, Logan, WV 25601;
Thomas W. Wright, 1517 Diederich Road, Russell, KY 41169.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the corporate seal of
FIRST STATE FINANCIAL CORPORATION to be hereunto affixed and attested by its
Secretary this 11th day of August, 1997.


PATRICK L. ARNOLD, President

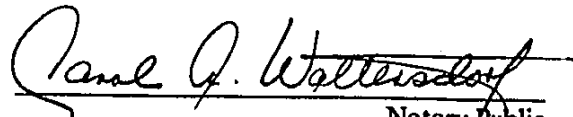
(CORPORATE SEAL)

Attest:

Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned Notary Public, personally appeared PATRICK L.
ARNOLD, known to me to be such officer of said corporation who executed the foregoing
instrument and who duly acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal in said State and County this 11th day of August, 1997.


Notary Public

My Commission Expires:



CAROL A. WALTERDORFF
My Commission CC430108
Expires Dec. 28 1998
Bonded by HAI
800-422-1555