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**1ST UNITED BANCORP, INC.**

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ARTICLES OF AMENDMENT TO  
RESTATED ARTICLES OF INCORPORATION  
OF  
1<sup>ST</sup> UNITED BANCORP, INC.

P99000026603

Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation of 1<sup>st</sup> United Bancorp, Inc. are hereby amended as follows:

FIRST: The name of the Corporation is 1<sup>st</sup> United Bancorp, Inc.

SECOND: Article IV. of the Restated Articles of Incorporation shall be deleted in its entirety and replaced with the following:

"ARTICLE IV

Capital Stock

A. Common Stock.

1. Number and Class of Shares Authorized; Par Value. The Corporation is authorized to issue 15,000,000 shares of Common Stock ("Common Stock") with a par value of \$0.01 per share.

2. Dividend Rights. The holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in either cash, in property or in shares of capital stock.

3. Common Stock Voting Rights. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

4. Preemptive Rights. Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

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**B. Preferred Stock.**

1. **Number and Class of Shares Authorized.** The Corporation is authorized to issue up to 5,000,000 shares of Preferred Stock ("Preferred Stock"), which constitute a separate and single class of shares, which may be issued in one or more series.

2. **Rights, Preferences and Restrictions.** The Board of Directors of the Corporation is vested with the authority to establish, in its discretion, the voting rights and other designations, preferences, rights, qualifications, limitations, and restrictions, if any, of each such series by the adoption and filing in accordance with the Act, before any such issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or holders of any class or series of shares except as provided for by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

THIRD: The Amendment was duly recommended by the Board of Directors of the Corporation to the Shareholders on February 27, 2007.

FOURTH: The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.

FIFTH: The date of adoption of this Amendment was April 20, 2007.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed by its duly authorized officer as of this 24th day of September, 2007.

1<sup>ST</sup> UNITED BANCORP, INC.

By:   
John Marino, President

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