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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

May 4, 2006

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

VIA INTEROFFICE MAIL

Ms. Susan Payne
Senior Section Administrator
Florida Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida


Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation of Citizens Bank of Oviedo, Oviedo, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Ms. Karen B. Grammer
Paralegal
Zimmerman, Kiser & Sutcliffe, P.A.
Post Office Box 3000
Orlando, Florida 32802-3000

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,


William A. Lott
Financial Control Analyst
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

...
DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9111 • FAX (850) 410-9548

*Verified that Bank
name is to include
"inc." w/ Bill Lott in
Div. of Banking
Kreyer
5/11/06*

FILED

AMENDMENT OF ARTICLES OF INCORPORATION
OF THE CITIZENS BANK OF OVIEDO, OVIEDO, FLORIDA

06 MAY 10 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of THE CITIZENS BANK OF OVIEDO ("Bank"), does hereby certify that the Board of Directors of the Bank's holding company, CITIZENS BANCORP OF OVIEDO, INC. ("Bancorp"), such entity being the sole common shareholder of the Bank, has heretofore proposed and approved the amendment of the Articles of Incorporation of the Bank, as set out herein, and that thereafter, on the 29th day of March, 2006, at a meeting of the shareholders called and held in compliance with Section 607.1006, *Florida Statutes*, and with the Articles of Incorporation and the By-Laws of the Bank, the shareholders, by unanimous consent, passed a resolution to amend the Bank's Articles of Incorporation so that in place of its present language it shall be amended so:

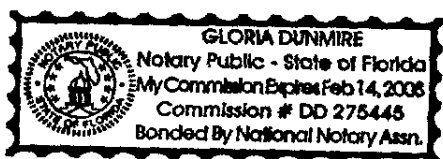
Any and all reference to the name "THE CITIZENS BANK OF OVIEDO" shall hereby be deleted in its entirety and replaced with the name "CITIZENS BANK OF FLORIDA, INC."

Subsequent to the execution of this amendment, the Bank shall formally be known as CITIZENS BANK OF FLORIDA, INC. The Bank shall continue to operate, in all other respects, pursuant to the Articles of Incorporation and By-laws governing the Bank. With the exception of the alterations contained in this amendment, all other provisions of the Articles of Incorporation of the Bank shall continue unaltered.

Richard H. Lee
RICHARD H. LEE
PRESIDENT

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29 day of March, 2006, by RICHARD H. LEE, president of THE CITIZENS BANK OF OVIEDO, a banking corporation of the State of Florida, on behalf of the corporation.



Gloria Dunmire
Notary Public-State of Florida at Large
My commission expires:

06 MAY 10 PM 1:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing amendment is hereby approved this 3rd day of May, 2006.

OFFICE OF FINANCIAL REGULATION

BY: Linda B. Charity

NAME: Linda B. Charity

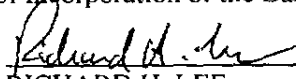
As Its: Director, Division of Financial Institutions

DIRECTION OF HOLDING COMPANY SHAREHOLDER'S AND DIRECTOR'S
CONSENT FOR AMENDMENT OF THE ARTICLES OF INCORPORATION
OF THE CITIZENS BANK OF OVIEDO

The undersigned officer of CITIZENS BANCORP OF OVIEDO, INC. ("Bancorp"), does hereby certify that the Board of Directors of Bancorp, has heretofore proposed the amendment of the Articles of Incorporation of THE CITIZENS BANK OF OVIEDO ("Bank"), the banking entity wholly owned and operated by Bancorp, as set out in that certain Amendment of Article of Incorporation of The Citizens Bank of Oviedo, dated of even date herewith; and that thereafter, on the 29th day of March, 2006, at a meeting of Bancorp's shareholders, called and held in compliance with Section 607.1006, *Florida Statutes* and with the Articles of Incorporation and the By-Laws of the Bancorp, passed a resolution to amend the Bank's Articles of Incorporation so that in place of its present language it shall be amended so:

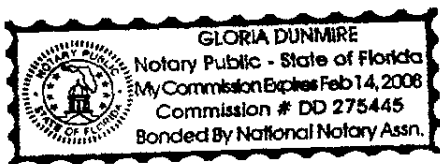
*Any and all reference to the name "THE CITIZENS BANK OF
OVIEDO" shall hereby be deleted in its entirety and replaced with the
name "CITIZENS BANK OF FLORIDA, INC."*


Subsequent to the execution of this amendment, the Bank shall formally be known as CITIZENS BANK OF FLORIDA, INC. and shall continue to operate, in all other respects, pursuant to the Articles of Incorporation and By-laws governing the Bank. With the exception of the alterations contained in this amendment, all other provisions of the Articles of Incorporation of the Bank shall continue unaltered.


RICHARD H. LEE
PRESIDENT

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29 day of March, 2006, by RICHARD H. LEE, president of CITIZENS BANCORP OF OVIEDO, INC., on behalf of the corporation.




Notary Public-State of Florida at Large
My commission expires:

The foregoing amendment is hereby approved this _____ day of _____, 2006.

OFFICE OF FINANCIAL REGULATION

BY: _____

NAME: _____

As Its: _____