

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

018316

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

August 26, 2002

Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Subject: Amendment to Articles of Merger

Dear Ms. Flemming-Jackson:

Please file the enclosed amendment to the Articles of Merger of Peoples State Interim Bank with and into Peoples State Bank of Groveland at your earliest convenience. The original Articles of Merger were filed with the Florida Department of State on January 31, 2001, document number 018316. The amendment is to correct two typographical errors.

Please make the following distribution of the certified copies:

- (1) Return one copy to: Division of Banking
101 East Gaines Street, Suite 636
Tallahassee, Florida 32399-0350
- (2) Mail one copy to: Christine R. Strong, Esq.
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203-2618

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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 Specialist

WAL:lbl

Enclosures (4)

Amendment to Merger
LFL
8-29-02

**ARTICLES OF AMENDMENT
to the
ARTICLES OF MERGER
of
PEOPLES STATE INTERIM BANK
with and into
PEOPLES STATE BANK OF GROVELAND**

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THESE ARTICLES OF AMENDMENT to the Articles of Merger of **PEOPLES STATE INTERIM BANK**, an interim banking corporation organized under the laws of the State of Florida, with and into **PEOPLES STATE BANK OF GROVELAND**, a Florida state chartered bank (the "Articles of Merger"), are hereby adopted:

FIRST: The Articles of Merger were filed with the Office of the Secretary of State of Florida on January 31, 2001.

SECOND: Section 5.2 of the Articles of Merger inaccurately describes the capital of the Surviving Bank, Peoples State Bank of Groveland.

THIRD: Section 5.2 of the Articles of Merger is hereby corrected to provide, in its entirety, as follows:

5.2 Capital of Surviving Bank. At the Effective Time, the Surviving Bank shall have authorized capital stock of 5,000,000 shares of common stock, par value \$1.667 per share, of which 100 shall be issued and outstanding to ANB. The Surviving Bank shall have surplus and retained earnings equal to the capital accounts of PSBG and Interim immediately prior to the Effective Time. All such amounts of surplus and retained earnings shall be adjusted for normal earnings and expenses and for any accounting adjustments relating to the Merger provided for herein.

IN WITNESS WHEREOF, Peoples State Bank of Groveland has caused these Articles of Amendment to be executed as of August 15, 2002.

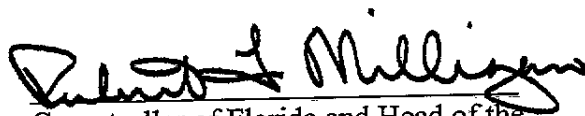
PEOPLES STATE BANK OF GROVELAND

By: 

Name: Wayne M. Turner

Its: President & CEO

The foregoing Amendment to the Articles of Merger is hereby approved this 26 day
of August, 2002.


Comptroller of Florida and Head of the
Department of Banking and Finance