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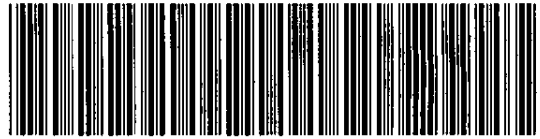
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AMEND
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OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

November 6, 2009

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of Incorporation of The Bank of Tampa, Tampa, 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
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Mr. Richard L. Junkermann
Executive Vice President
The Bank of Tampa
Post Office Box 1
Tampa, Florida 33601-0001

Also enclosed is a check in the amount of \$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
Senior Management Analyst II
Bureau of Bank Regulation

WAL:lbl
Enclosures (4)

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE BANK OF TAMPA

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned, as directors of The Bank of Tampa, a financial institution corporation formed in accordance with the Laws of the State of Florida, adopts the following amended and restated Articles of Incorporation.

ARTICLE I

The name of the corporation shall be The Bank of Tampa and its place of business shall be at 601 Bayshore Boulevard, in the City of Tampa, in the County of Hillsborough and State of Florida. These Articles shall be effective upon filing.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking and trust business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations with trust powers.

ARTICLE III

The total number of shares of common stock authorized to be issued by the corporation shall be Five Hundred Thousand (500,000). Such shares shall be of a single class and shall have a par value of Five Dollars (\$5.00) per share.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall be the number from time to time fixed in accordance with the provisions of the by-laws of the corporation, but at no time shall the number of directors be fewer than five. A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

These restated Article of Incorporation may be amended in the manner from time to time prescribed by law.

ARTICLE VII

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

CERTIFICATE

The foregoing amended and restated Articles of Incorporation were adopted by the holders of outstanding shares of common stock, being the sole voting group entitled to vote thereon, on October 13, 2009 and the number of votes cast for the amended and restated Articles of Incorporation by the shareholders was sufficient for approval by them.

In witness of the foregoing, the undersigned President and Chief Executive Officer of this corporation has executed these amended and restated Articles of Incorporation this 13th day of October, 2009.

By: William O. West
William O. West
President and Chief Executive Officer

Approved by the Office of Financial Regulation this 5th day of
November, 2009.

Tallahassee, Florida

Linda B. Charity
Linda B. Charity
Director
Division of Financial Institutions