

F00327

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PLEASE REPLY TO:

Lake Wales
January 17, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: DeSoto Banking Corporation, Inc.
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the First Amendment to the Articles of Incorporation for the above named Florida corporation. Also enclosed is this firm's check, in the amount of \$87.50, representing payment of the following fees: file Articles of Amendment - \$35.00 and certified copy fee - \$52.50.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Keith H. Wadsworth, Esq.
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap
Enclosures

SH 2/7
Amend.

FILED
97 FEB -5 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****87.50 *****87.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33859-1079

SUBJECT: DESOTO BANKING CORPORATION
Ref. Number: F00327

We have received your document for DESOTO BANKING CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00004192

**FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF
DESOTO BANKING CORPORATION**

This First Amendment to the Articles of Incorporation of DeSoto Banking Corporation, a Florida corporation is made and adopted by the Board of Directors of the corporation on this 17th day of January, 1997.

Be it resolved that the Articles of Incorporation of DeSoto Banking Corporation, originally filed with the Florida Secretary of State on October 2, 1980, as contained in the corporate record books, are hereby amended as follows:

I. Article III of such Articles of Incorporation is hereby deleted in its entirety, and replaced with the following provisions:

ARTICLE III - CAPITAL STOCK


This corporation is authorized to issue two hundred thousand (200,000) shares of stock to consist of ten thousand (10,000) shares of common voting stock with a par value of \$1.00 per share, and one hundred and ninety-thousand (190,000) shares of common non-voting stock with a par value of \$1.00 per share. Such common voting stock and common non-voting stock shall herein collectively be referred to as "common shares".

It is hereby authorized and agreed that such common voting stock and common non-voting stock shall consist of only one class of stock with identical rights, duties and obligations; provided, however, that such shares shall maintain their respective voting or non-voting rights, as indicated.

II. All other provisions of the original Articles of Incorporation of DeSoto Banking Corporation are hereby restated, ratified and confirmed.

III. The number of votes cast for this amendment by the shareholders and directors of the corporation was sufficient for approval by such shareholders and directors.

THE FOREGOING FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF DESOTO BANKING CORPORATION WERE ADOPTED BY THE BOARD OF DIRECTORS ON THIS 17th DAY OF JANUARY, 1997.


JAMES WILMER CREWS, JR. as
director and president

FILED
97 FEB -5 AM 8:35
CLERK OF STATE
TALLAHASSEE, FLORIDA