

FO1000002619

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Fidelity Bankshares II, Inc. Changed Name To: Fidelity Bankshares, Inc.

0

01 MAY 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8000004325408

-05/29/01--01022--028

*****35.00 *****35.00

☐ Profit

☐ Nonprofit

☐ Foreign

☒ Limited Partnership

☐ LLC

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment

☐ Dissolution/Withdrawal

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Photocopies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of RA

☐ UCC

☐ CUS

☐ After 4:30

☒ Pick Up

Name

5/29/01

Order#: 4302088

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

Ref#:

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

N.C.
JUN 07 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: FIDELITY BANKSHARES II, INC.
Ref. Number: F01000002619

Wack-in
pick-up

We have received your document for FIDELITY BANKSHARES II, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

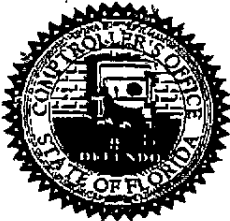
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Ami Cheryl Coulliette
Document Specialist

Letter Number: 501A00032617

Please Back Out
Thank you!



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

May 21, 2001

Molly Z. Brown
Luse Lehman Gorman Pomerenk & Schick
Attorneys at Law
5335 Wisconsin Avenue, NW, Suite 400
Washington, DC 20015

Dear Ms. Brown:

Re: "Fidelity Bankshares, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name which will be a holding company for Fidelity Federal Bank and Trust, West Palm Beach, Florida.

As Section 655.922(2), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", is written over a horizontal line.

Alex Hager
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records,
Division of Corporations, Secretary of State's Office

FILED
01 MAY 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

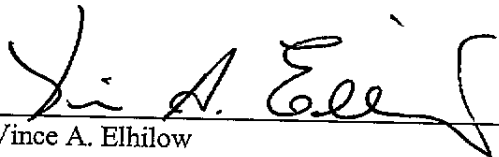
AFFIDAVIT

STATE OF FLORIDA)
) ss:
CITY OF WEST PALM BEACH)

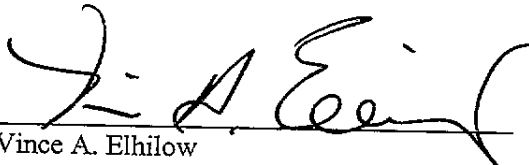
As a result of the simultaneous charter conversion of Fidelity Bankshares, MHC into Fidelity Federal Interim Savings Bank II and the merger of Fidelity Federal Interim Savings Bank II with and into Fidelity Federal Bank and Trust, Fidelity Federal Bank and Trust is the rightful owner by operation of law of the rights to the name "Fidelity Bankshares" and the rights to the trademarks of Fidelity Bankshares, MHC in the State of Florida.

Attached is a true and correct copy of the articles of combination as countersigned by the Corporate Secretary of the Office of Thrift Supervision for the merger of Fidelity Federal Interim Savings Bank II with and into Fidelity Federal Bank and Trust.

I, the undersigned duly appointed President and Chief Executive Officer of Fidelity Bankshares, MHC and Fidelity Federal Bank and Trust hereby consent to the use of the name "Fidelity Bankshares" and the trademarks of Fidelity Bankshares, MHC in the State of Florida by Fidelity Bankshares, Inc. (formerly known as "Fidelity Bankshares II, Inc.").



Vince A. Elhilow

President and Chief Executive Officer
Fidelity Bankshares, MHC


Vince A. Elhilow

President and Chief Executive Officer
Fidelity Federal Bank and Trust

Subscribed and sworn to
before me this 5th day of June, 2001


Notary Public



Elizabeth M. Cook
Commission # GC 839326
Expires May 23, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 MAY 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Fidelity Bankshares II, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. May 10, 2001
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 15, 2001
5. Fidelity Bankshares, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

_____ New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

_____ New Jurisdiction

Vince A. Elhilow
Signature

May 15, 2001
Date

Vince A. Elhilow
Typed or printed name

President and Chief Executive Officer
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FIDELITY BANKSHARES II, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "FIDELITY BANKSHARES, INC.", THE FOURTEENTH DAY OF MAY, A.D. 2001, AT 4:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTEENTH DAY OF MAY, A.D. 2001, AT 9:03 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3317629 8320

010250832

AUTHENTICATION: 1153470

DATE: 05-25-01