

FO1000004048

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

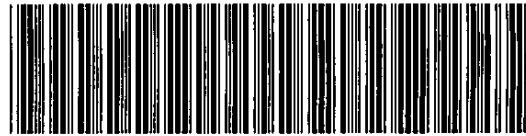
(Business Entity Name)

(Document Number)

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06 JUL -3 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 7/3/06
NC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2006

BANK OF ST. PETERSBURG HOLDINGS, INC./ATTN: CEIL READ
201 N FRANKLIN ST
ONE TAMPA CITY CENTER, SUITE 100
TAMPA, FL 33606

SUBJECT: BANK OF ST. PETERSBURG HOLDINGS, INC.
Ref. Number: F01000004048

We have received your document for BANK OF ST. PETERSBURG HOLDINGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

To avoid the delay of your 2006 Annual Report filing due to the corporate name approval request form required, please correct the name as it currently is on our records and resubmit for filing.

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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 206A00038434

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bank of St. Petersburg Holdings Inc.
(Name of Corporation)

DOCUMENT NUMBER: 40068119

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cecil Read
(Name of Contact Person)

Florida Bank Group, Inc.
(Firm/Company)

201 N. Franklin Street
One Tampa City Center, Suite 100
(Address)

Tampa, FL 33606
(City/State and Zip Code)

For further information concerning this matter, please call:

Cecil Read at (813) 277-0723
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

| | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|---|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA BANK GROUP, INC.

June 30, 2006

Ms. Pamela Smith
Document Specialist
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: Document #40068119

Dear Ms. Smith,

Attached please find a letter, dated June 29, 2006, from Linda B. Charity, Director, approving the change of our name to Florida Bank Group, Inc., per the attached Corporate Name Approval Request form. I am resubmitting the "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida," along with copies of the relevant documents previously submitted.

Please feel free to contact me at 813-277-0723 if you have any questions.

Sincerely,

Ceil Read
Vice President & Secretary



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 29, 2006

Ms. Cell Read
Florida Bank Group, Inc.
One Tampa City Center
Suite 100
Tampa, Florida 33602

Re: Florida Bank Group, Inc.

Dear Ms. Read:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company for Bank of St. Petersburg, a state-chartered bank located in Tampa, Florida.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

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)

FC1000004048
40068119

(Document number of corporation (if known))

FILED
06 JUL - 3 PM 1:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Bank of St. Petersburg Holdings, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 07/27/01
(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? 01/13/06

5. Florida Bank Group, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

John L. Harrell
(Signature of a director, president or other officer, if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John L. Harrell Jr
(Typed or printed name of person signing)

CFO
(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 01/13/2006
FILED 08:00 AM 01/13/2006
SRV 060038679 - 3384972 FILE

RESTATED CERTIFICATE OF INCORPORATION

OF

Bank of St. Petersburg Holdings, Inc.

Bank of St. Petersburg Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Bank of St. Petersburg Holdings, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was July 27, 2001. The original filing was made under the name of Black Diamond Financial Group, Inc. An amended Restated Certificate of Incorporation was filed with the Secretary of State under the name of Bank of St. Petersburg Holdings, Inc. on January 2, 2004.

2. That the Board of Directors of said corporation at a meeting duly held on December 15, 2005 adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation be amended by changing the First Article thereof so that, as amended, it reads as follows.

FIRST: The name of the corporation is Florida Bank Group, Inc.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and Section 245 of the General Corporation Law of the State of Delaware.

4. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation in its entirety.

5. The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby restated to read as herein set forth in full:

FIRST: The name of the corporation is Florida Bank Group, Inc.

SECOND: The name and address of its registered office in Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is 3,000,000 shares of common stock, \$.01 par value.

FIFTH: The name and address of the incorporator is Deanna Voss, 3505 Silverside Road, 206 Plaza Centre Building, Wilmington, Delaware 19810.

SIXTH: In addition to the powers conferred under the Delaware General Corporation Law, the board of directors shall have power to adopt, amend, or repeal the by-laws of the corporation.

SEVENTH: Subject to any contrary provision of the General Corporation Law, the books of the corporation may be kept at such place or places, within or without the State of Delaware as may be designated from time to time by the board of directors or in the by-laws of the corporation.

EIGHTH: Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

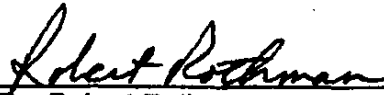
NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred herein upon stockholders and directors are granted subject to this reservation.

TENTH: No director shall have any personal liability to the corporation or its stockholders for any monetary damages for breach of fiduciary duty as director, except that this Article shall not eliminate or limit the liability of each director (i) for any breach of such director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation of which this Article is a part to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ELEVENTH: The corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as the same may be amended and supplemented from time to time, indemnify any and all persons who it shall have power to indemnify under such section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the by-laws of the corporation, any agreement, any vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, said Florida Bank Group, Inc., has caused this Certificate to be signed by Robert Rothman, its Chairman of the Board, this 15th day of December, 2005.


By: Robert Rothman
Chairman of the Board