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TALLAHASSEE, FLORIDA
07 MAY 10 AM 11:02

10/10

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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JOHN P. GREELEY

May 9, 2007

Via Federal Express

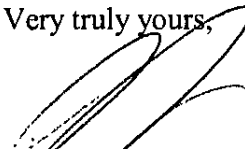
Ms. Karon Beyer
Department of State, Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Bank Group, Inc., a Delaware corporation

Dear Karon:

Enclosed is an original and two copies of an application to file an Amendment for Authorization to Transact Business in Florida, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State. I would appreciate it if you could have the enclosed application filed at your earliest convenience. You should then file the Amendment to the Articles of Incorporation changing the name of FBG Holding Company, a Florida corporation, to Florida Bank Group, Inc. I would appreciate it if you could return to us two certified copies of the enclosed Amendment for Authorization.

If you have any questions regarding the enclosed, please call me at your convenience. As always, we appreciate your assistance.

Very truly yours,

John P. Greeley

JPG:erw
Enclosures
Copy to: Robert Rothman w/o enclosure
Chairman and Chief Executive Officer
Florida Bank Group, Inc.
and
FBG Holding Company

(Pursuant to s. 607.1504, F.S.)

F01000004048

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FBI

- (Incorporated under laws of)

SECTION II

- its jurisdiction of incorporation? May 2, 2007

- (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)

- (New duration)

- (New jurisdiction)

- 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

(Typed or printed name of person signing)

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FLORIDA BANK GROUP, INC", CHANGING ITS NAME FROM "FLORIDA BANK GROUP, INC" TO "FBG HOLDING COMPANY", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2007, AT 12:14 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3384972 8100

070506551

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5646682

DATE: 05-03-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:14 PM 05/02/2007
FILED 12:14 PM 05/02/2007
SRV 070506551 - 3384972 FILE

**CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
FLORIDA BANK GROUP, INC**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Restated Certificate of Incorporation of Florida Bank Group, Inc is hereby amended as follows:

1. Article I of the Restated Certificate of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

FIRST: The name of the corporation is FBG Holding Company.

2. The undersigned does hereby certify for and on behalf of Florida Bank Group, Inc that the foregoing amendment has been duly adopted in accordance with Section 242 of the General Corporation law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be executed and attested to by its duly authorized officer as of May 2, 2007.

FLORIDA BANK GROUP, INC

By: 
Robert Rothman
Chairman and Chief Executive Officer