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July 21, 1998

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

Re: Central Bank Shares, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed original Amendment to the Articles of Incorporation for Central Bank Shares, Inc. Our firm's check in the amount of \$87.50 is enclosed representing the filing fee for said amendment. Please return a certified filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,


Helen Brock Ford
Paralegal

/hbf

Enclosures

cc: Mr. Donald C. Rogers
Mrs. Karen M. Ashton

FILED
98 JUL 24 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
7-27-98
CC

AMENDMENT TO ARTICLES OF INCORPORATION
OF
CENTRAL BANK SHARES, INC.

FILED
98 JUL 24 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 607.1006 of the Florida Business Corporation Act, the undersigned, President and Secretary of CENTRAL BANK SHARES, INC. (the "Corporation") for and on behalf of the Corporation, do hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation and state as follows:

1. The name of the Corporation is CENTRAL BANK SHARES, INC., a Florida corporation.
2. Article III of the original Articles of Incorporation, as amended, is hereby deleted in its entirety and the following Article III is substituted in lieu thereof:

ARTICLE III

"(a) Authorized Shares. The maximum number of shares of stock of the Corporation that may be issued is 10,000,000 shares, par value of one dollar (\$1.00) each, consisting of 1,000,000 voting shares, par value of one dollar (\$1.00) each, and 9,000,000 non-voting shares, par value of one dollar (\$1.00) each. Each class of shares shall be identical in all respects except the non-voting shares shall carry no right to vote for the election of Directors of the Corporation, and no right to vote on any matter presented to the Shareholders for their vote and approval, except only as the laws of the State of Florida require that voting rights be granted to non-voting shares.

(b) Stock Issue. Each shareholder shall be issued one (1) share of voting stock for each share now owned and nine (9) shares of non-voting stock for each share of voting stock now owned.

(c) Voting Shares. All shares of stock issued and outstanding prior to the adoption of this Amendment shall be classified as voting shares."

3. This Amendment was adopted on July 9th, 1998.

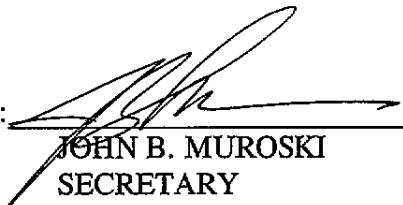
4. This Amendment was proposed and approved by all of the members of the Board of Directors and Shareholders of the Corporation in a joint written action.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and set the seal of the Corporation, this 9th day of July, 1998.


Attest:

CENTRAL BANK SHARES, INC.

By:


JOHN B. MUROSKI
SECRETARY

By:


DONALD C. ROGERS
PRESIDENT

(CORPORATE SEAL)