

11/30/2004 10:07 FAX 22599

001/002

Page 1 of 1

Division of Corporations

# F94848

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000236142 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : CLARK, PARTINGTON, HART AND HART  
Account Number : 071201002016  
Phone : (850) 434-9200  
Fax Number : (850) 432-7340

## BASIC AMENDMENT

### FISHER-BROWN, INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

RECEIVED

04 NOV 30 AM 11:04

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 NOV 30 PM 3:31

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H04000236142 3

ARTICLES OF AMENDMENT  
OF  
FISHER-BROWN, INCORPORATED

FILED  
04 NOV 30 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of FISHER-BROWN, INCORPORATED, formerly known as F-B Insurance Agency, Inc., are hereby amended to amend and restate Section 4.5 in its entirety to read as follows:

Section 4.5. Restriction on Ownership of Stock. Except as otherwise provided herein, the corporation shall not issue or reissue any stock of the corporation to anyone other than employees of the corporation or to a trust described in Section 401(a) of the Internal Revenue Code of 1986, as amended from time to time. This Section 4.5 restricts the ownership of substantially all of the stock of the corporation to either the corporation's employees or a trust described in Section 401 of the Internal Revenue Code, and pursuant to this Section 4.5 and Section 4.2 hereof, the corporation is authorized to enter into agreements or other arrangements to implement the restrictions contained herein. This Section 4.5 shall not apply to the sale of stock of the corporation to Trustmark National Bank pursuant to that Stock Purchase Agreement, dated as of November 1, 2004, between Trustmark National Bank and the stockholders of the corporation.

2. The foregoing amendment was approved by written consent of the stockholders of the corporation pursuant to Section 607.0704, Florida Statutes. The number of written consents received from the stockholders owning shares of the common stock of the corporation, representing the only voting group required to vote on the foregoing amendment, was sufficient for approval of the amendment. The amendment was adopted on November 29, 2004.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on this 25<sup>th</sup> day of November, 2004.

  
GILBERT O. BENNETT, PRESIDENT

H04000236142 3