

G23513

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

June 4, 2002

Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Article Amendment – American Bank and Trust of Polk County

Please file the enclosed amendment to the Articles of Incorporation of American Bank and Trust of Polk County, Lake Wales, Florida, at your earliest convenience.

Please make the following distribution of the certified copies:

- | | | |
|-------------------------|--|---|
| (1) Return one copy to: | Division of Banking | 000005695400--1
-06/06/02--01075--012
*****52.50 *****52.50 |
| (2) Mail one copy to: | Mr. R. Todd Foster
Executive Vice President
American Bank and Trust of Polk County
Post Office Box 3400
Lake Wales, Florida 33859-3400 | |

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Financial Specialist

WAL:lbl

Enclosures (4)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN -6 AM 8:37

Name Change
NTB
6-7-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JUN -6 AM 8:37

ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN BANK AND TRUST OF POLK COUNTY

1. The name of the Corporation is AMERICAN BANK AND TRUST OF POLK COUNTY.

2. Article I of the Articles of Incorporation as restated shall be amended to read as follows:

ARTICLE I. NAME. The name of this Corporation shall be AMERICAN BANK AND TRUST

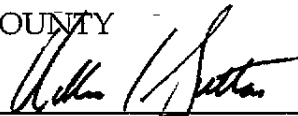
3. This Amendment to the Articles of Incorporation was recommended by the board of directors to the Corporation's shareholders on April 30, 2002.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment at a meeting held as prescribed by law on April 30, 2002, and the number of votes in favor of the Amendment was sufficient for approval.

5. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, AMERICAN BANK AND TRUST OF POLK COUNTY has caused these Articles of Amendment to be executed on this 15th day of May, 2002.

AMERICAN BANK AND TRUST OF POLK
COUNTY

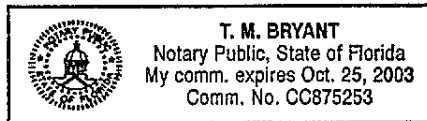


WILLIAM L. SUTTON, President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 15 day of May,

2002, by WILLIAM L. SUTTON, the President of American Bank and Trust of Polk County,
a Florida banking corporation, on behalf of the corporation.



Tabitha Michelle Bryant (print name)
Notary Public

My Commission Expires: October 25, 2003

The foregoing Amendment is hereby approved this 3rd day of June, 2002.

Robert L. Milligan
Comptroller of the State of Florida as State
Commissioner of Banking and Finance