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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.  
S. AUSTIN PEELE, P.A.  
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ATTORNEYS AT LAW

January 29, 1998

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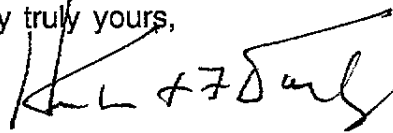
Gentlemen:

Enclosed are original and photocopy of Articles of Amendment to the Articles of Incorporation of Larry K. Thompson Insurance, Inc. Please file the original Amendment, certify the copy and return it to us.

Also enclosed is our check in the amount of \$87.50 for the filing fee and fee for certified copy.

Thank you.

Very truly yours,



Herbert F. Darby  
For the Firm

HFD/lss  
Enclosures  
cc: Mr. Michael M. Darby

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
LARRY K. THOMPSON INSURANCE, INC.**

Pursuant to the provisions of Florida Statutes, Section 607.1006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is LARRY K. THOMPSON INSURANCE, INC.
2. The following Amendment to the Articles of Incorporation was adopted by appropriate action of the Board of Directors and all of the shareholders of the corporation:

Article One of the Articles of Incorporation is amended to read as follows:

**ARTICLE ONE: NAME**

The name of the corporation is FIRST SOUTH, INC.

3. The Amendment to the Articles of Incorporation hereinabove stated was duly adopted by action of the Board of Directors and shareholders of the corporation on

January 10, 1998, by unanimous vote, and all shareholders and members of the Board of Directors of the corporation have evidenced such consent by signing these articles.

IN WITNESS WHEREOF, the corporation has executed these Articles of Amendment by its duly authorized officer this 10th day of January, 1998.

LARRY K. THOMPSON INSURANCE, INC.

By:   
MICHAEL M. DARBY, President

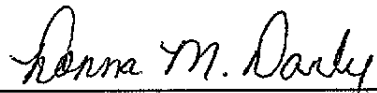
(CORPORATE SEAL)

**CONSENT OF ALL DIRECTORS AND ALL SHAREHOLDERS**

The undersigned, constituting all of the directors and all of the shareholders of LARRY K. THOMPSON INSURANCE, INC., hereby consent to the foregoing Articles of Amendment and confirm that the same has been approved by the undersigned in such capacity.

APPROVED by the undersigned as of the effective date hereof.

  
MICHAEL M. DARBY, as Director  
and Shareholder

  
DONNA M. DARBY, as Director  
and Shareholder