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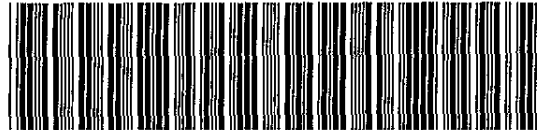
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Mr. Lott authorized to
add President's name

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 JUL -6 AM 10:32

Amendment
LPS
7-7-04



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 6, 2004

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

Subject: Article Amendment – Peninsula Bank

Dear Ms. Flemming-Jackson:

Please file the enclosed amendment to the articles of incorporation of Peninsula Bank, Englewood, Florida, using July 6, 2004, as the effective date. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Ms. Sharon R. Rubin
Executive Vice President/Chief Financial Officer
Peninsula Bank
1520 Ringling Boulevard
Sarasota, Florida 34236

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
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

2004 JUL -6 AM 10: 32

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PENINSULA BANK**

The undersigned, Peninsula Bank, a Florida state bank, by its Chairman of the Board and Cashier, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

The text of the amendment adopted is as follows:

RESOLVED, that the Board of Directors of the Corporation duly adopted the following resolution to amend the Articles of Incorporation of this corporation by revising ARTICLE III thereof in its entirety to read as follows:

ARTICLE III

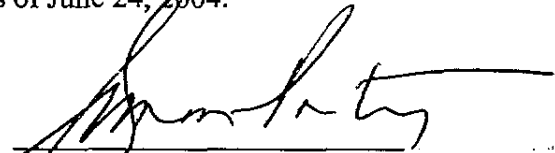
CAPITALIZATION

The total amount of capital stock authorized shall be changed from 5,000,000 shares with a par value of \$10.00 per share to 10,000,000 shares of common stock having a par value of \$5.00 per share.

In accordance with sections 607.1002 and 607.10025 of the Florida Statutes, the Board of Directors adopted the amendment on June 24, 2004.

No Shareholder action was required.

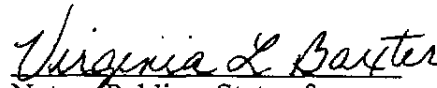
IN WITNESS WHEREOF, these Articles of amendment to Articles of Incorporation of Peninsula Bank have been executed by Peninsula Bank, by its Chairman of the Board and Cashier as of June 24, 2004.


President, Simon Portnoy


Cashier

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
24th day of JUNE, A.D. 2004.


Notary Public - State of
Florida at Large - My
Commission Expires: _____



Virginia L. Baxter
Commission # DD266478
Expires February 22, 2008
Bonded Troy Pain - Insurance, Inc. 800-388-7010

Approved by the Florida Office of Financial Regulation this
24th day of July, 2004.


Linda B. Charity
Deputy Director