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3/02/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000004130 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305)789-9200

ACCT#: 071250001512

FAX #: (305)789-9201

NAME: CITY NATIONAL BANCSHARES, INC.

AUDIT NUMBER.....H98000004130

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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** ENTER 'M' FOR MENU. **

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VT100 ONLINE 9600-7-E-1 - [Home]=? - = 8

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DIVISION OF CORPORATIONS

*Amended & Restated
Articles
3/4/98
DC*

FILED
98 MAR -4 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 04 '98 10:40AM FOWLER WHITE

P.2/6

3/02/98

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TEL:305 358 6550

P.002

RECEIVED 03/03 17:16 1998 AT 3057899200 PAGE 1 (PRINTED PAGE 1)]
(904)922-3709 03/03/98 16:41 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 3, 1998

CITY NATIONAL BANCSHARES, INC.
P. O. BOX 025604
MIAMI, FL 33102-5604US

SUBJECT: CITY NATIONAL BANCSHARES, INC.
REF: J06940

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The name of the corporation shown in Article I is CITY NATIONAL BANCSHARES INC. Is the name being amended to delete the comma (,) in the name ?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004130
Letter Number: 198A00011784

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TEL:305 358 6550

P.001

TELEFAX

**FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 Southeast Second Street
Miami, FL 33131-1101**

**OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200**

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Darlene Connell
FIRM: Corporate Specialist
CITY:
FAX NO.: 850-922-4000
FROM: Judy Rodman, Paralegal
OUR FILE NO.: 44875-TMP
COMMENTS: Fax Audit #H980000004130
Letter No. 198A00011784
Account No. 071250001512

Enclosed are revised Restated and Amended Articles of Incorporation with a copy of your letter and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 11

DATE: March 3, 1998

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H98000004130

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
CITY NATIONAL BANCSHARES, INC.

Pursuant to the provisions of Sections 607.1001, et seq., of the Florida General Corporation Act, the undersigned corporation adopts the following Restated and Amended Articles of Incorporation:

1. The name of the corporation is CITY NATIONAL BANCSHARES, INC.

2. The following Restated and Amended Articles of Incorporation were adopted by the written consent of the shareholders of the corporation given in accordance with the provisions of Section 607.1001 et seq. of the Florida General Corporation Act:

"RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
CITY NATIONAL BANCSHARES, INC.

ARTICLE I
Name

The name of the corporation shall be CITY NATIONAL BANCSHARES, INC.

ARTICLE II
Duration

The period of duration of this corporation is perpetual.

ARTICLE III
Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Telephone: 305-789-9200
Florida Bar No. 0047570
Audit No. H 98000004130

Audit No. H 98000004130

ARTICLE IV
Capital Stock

(1) The aggregate number of shares which this corporation shall have authority to issue is three million (3,000,000) and such shares are to consist of one class only, namely Common Stock, and the par value of each of the shares shall be \$2.50. Additional shares may be authorized by the vote of fifty-five percent (55%) of the Shareholders of the Corporation entitled to vote.

(2) Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders.

(3) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(4) All or any part of the Common Stock may be issued for such consideration, whether in cash, in tangible or intangible property, or in labor or services performed or to be performed, at a fair valuation not less than the par value of the shares issued therefor, as shall be fixed by the shareholders.

(5) When the corporation receives the consideration for which the shareholders authorized the issuance of shares, the shares issued therefor are fully paid and nonassessable. Consideration in the form of a promise to pay money or a promise to perform services is received by the corporation at the time of the making of the promise, unless the agreement specifically provides otherwise.

(6) The corporation may place in escrow shares issued for a contract for future services or benefits or a promissory note, or make other arrangements to restrict the transfer of the shares, and may credit distributions in respect of the shares against their purchase price, until the services are performed, the note is paid, or the benefits received. If the services are not performed, the shares escrowed or restricted and the distributions credited may be cancelled in whole or in part.

(7) The holders of the Common Stock of the corporation shall not have any preemptive or preferential rights to subscribe for and purchase their proportionate share of any additional shares issued

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by the corporation, or any obligations convertible into shares of this corporation, whether or not such shares or convertible obligations be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation, all preemptive and preferential rights being hereby expressly denied.

(8) As a condition to transferring shares on the stock transfer books of the corporation, the corporation shall have the right to demand from any shareholder or purchaser of stock of the corporation requesting a transfer, evidence sufficient to the corporation to assure itself that the selling and/or purchasing shareholder requesting the transfer has complied with all prior requirements imposed by existing shareholder agreements signed by a majority of the shareholders or by regulatory agencies which supervise the corporation. In particular, but without limitation, the corporation may, as a condition of transfer, require sufficient evidence to indicate to its satisfaction shareholder compliance, if applicable, with the prior notification requirement of the Change in Bank Control Act of 1978 (12 U.S.C. Section 1817(j), Title VI of FIRA, as set forth in Regulation Y at 12 Code of Federal Regulations, Part 225), and with any applicable state law.

ARTICLE V

Registered Office and Agent

The registered office of this corporation shall be at 25 West Flagler Street, Sixth Floor, Miami, Florida 33130, and the name of its registered agent at such address shall be William E. Shockett.

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of an odd number of not less than three (3) and not more than twenty-one (21) members. The number of directors shall be fixed from time to time as provided in the corporate by-laws; and may be increased or decreased within such limits as therein provided. Election of directors need not be by ballot unless otherwise provided in the by-laws. A quorum for the transaction of business shall consist of a majority of all directors qualified and acting. The Board of Directors shall have no power to conduct

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business unless a quorum is present and acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders.

The Board of Directors shall in each year appoint a nominating committee of at least three members, all or any number of whom may be members of the Board. Such committee shall nominate candidates for directors to be elected at the next annual meeting of shareholders or any special meeting held for the purpose of filling vacancies in the Board. Nominations may also be made by any shareholder of record of the corporation who is at the time entitled to vote.

The names of all nominees, and their respective addresses, shall be filed in writing with the Secretary of the corporation at least thirty (30) days before the date of each annual meeting by the nominating committee and also by the shareholder or shareholders, if any, making nominations, or in the case of a special meeting held for the purpose of filling vacancies in the Board, the nominating committee shall file the names and addresses of nominees at least thirty (30) days before the date of such special meeting and the shareholder, if any, making nominations shall file the names and addresses of nominees of such shareholder with the Secretary of the corporation within seven (7) days after the mailing of the notice of such special meeting to shareholders.

In the event any nominee shall withdraw as a candidate or die or otherwise be come ineligible prior to any election of directors, the nominating committee or share holder who nominated such candidate, may nominate a substitute by filing the name and address of such substitute in writing with the Secretary of the corporation as promptly as practicable. Nothing contained in these Articles shall limit or restrict the right of the Board of Directors to fill vacancies in the Board as provided in the by-laws or require the calling of a special meeting of shareholders to fill any vacancy.

Any director may be removed with or without cause, by a vote of the majority of the board of directors unless the Shareholders holding fifty-five percent (55%) of the shares of the Corporation

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entitled to vote at an election of directors, have suspended the right of a majority of the board of directors to so remove any director. Any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of at least fifty-five percent (55%) of the shares of the Corporation entitled to vote at an election of directors. In any event, no such removal shall prejudice the contract rights, if any, of the person removed.

This Article VI may not be amended or repealed without the affirmative vote of the holders of fifty-five percent (55%) of the shares entitled to vote at any annual meeting of shareholders or any special meeting of shareholders held for that purpose.

ARTICLE VII
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or not so interested.

ARTICLE VIII
By-Laws

(1) The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be solely by vote of fifty-five percent (55%) of the shares then entitled to vote. No by-law which has been altered, amended or repealed by such vote of the shareholders may be altered, amended or repealed by vote of the directors.

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(2) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE IX
Indemnification

(a) The corporation may indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) The Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by these Articles of Incorporation and by statute, and all rights conferred upon the shareholders herein are subject to this reservation."

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3. The date of the adoption of the foregoing Restated Amended Articles of Incorporation by the written consent of the shareholders was December 15, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of December, 1997

CITY NATIONAL BANCSHARES, INC.

By: Leonard L. Abess, Jr.

Leonard L. Abess, Jr.,
President

STATE OF FLORIDA)

: ss.

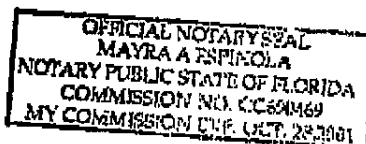
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by Leonard L. Abess, Jr., as president of CITY NATIONAL BANCSHARES, INC., a Florida corporation on behalf of the corporation. He is personally known to me or has produced _____ as identification and [did] [did not] take an oath.

Mayra A. Espinola
NOTARY PUBLIC, State of Florida

Commission Expires:

revised 2-03-98



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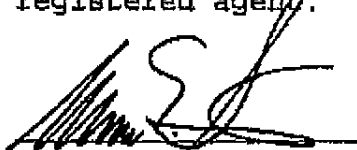
TEL:305 358 6550

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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



WILLIAM E. SHOCKETT

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