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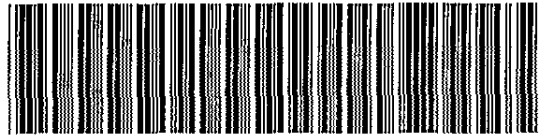
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2004 JAN 9 PM 2:47

EFFECTIVE DATE

1-13-04

Name Change

LFT

1-12-04



STATE OF FLORIDA OFFICE OF FINANCIAL REGULATION

DATE: January 9, 2004

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Office of Financial Regulation - Licensing and Chartering

SUBJ: Englewood Acquisition Bank and Englewood Bank
Englewood, Charlotte County

Please file the attached using JANUARY 13, 2004, as the effective date for all:

- 1. Articles of Incorporation for Englewood Acquisition Bank (2 certified copies to David Mack & 1 certified copy to Bruce Ricca)
- 2. Amended Articles for name change of Englewood Bank (1 certified copy to Bruce Ricca)
- 3. Amended Articles for name change of Englewood Acquisition Bank (1 certified copy to Bruce Ricca)

Please make the following distribution of copies:

- (1) Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Mr. David Mack
Werner & Blank, LLC
7205 West Central Avenue
Toledo, Ohio 43617
- (3) Ms. Kate Gaboardi
Federal Reserve Bank of Atlanta
1000 Peachtree Street, N. E.
Atlanta, Georgia 30309-4470

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

EFFECTIVE DATE

1-13-04

FILED
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DIVISION OF CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ENGLEWOOD BANK**

Pursuant to the provisions of Section 607.1006, Florida Statutes, **ENGLEWOOD BANK**
(the "Corporation") hereby adopts the following amendment to its Articles of Incorporation:

I.

The Articles of Incorporation of the Corporation is hereby amended by deleting existing
Article I and substituting therefor the following:

"ARTICLE I

The name of the corporation shall be EB Liquidating Corporation."


II.

These Articles of Amendment to Articles of Incorporation shall be effective on the date
set forth below.

III.

The amendment was approved by the Board of Directors of Tropical Bancshares of
Florida, Inc., the sole shareholder of Englewood Bank.

DATED this 5th day of January, 2004.

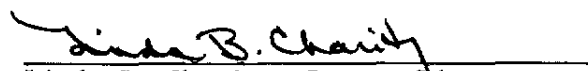


A. FEROLD DAVIS, President
Englewood Bank and Tropical Bancshares
of Florida, Inc., sole shareholder of
Englewood Bank

Approved by the Office of Financial Regulation this 9th day of

January, 2004.

Tallahassee, Florida



EFFECTIVE: JANUARY 13, 2004

**TROPICAL BANCSHARES OF FLORIDA, INC.
BOARD RESOLUTION APPROVING
NAME CHANGE FOR ENGLEWOOD BANK**

WHEREAS, the Board of Directors of Tropical Bancshares of Florida, Inc. ("Tropical"), acting on behalf of Tropical in its capacity as sole shareholder of Englewood Bank ("Englewood"), does hereby approve and adopt the following resolution:

**Approval of Articles of Amendment
to the Articles of Incorporation**

RESOLVED, that the form, terms and provisions of the Articles of Amendment to Articles of Incorporation of Englewood Bank attached to the minutes of this meeting as **Exhibit "A"**, providing for the amendment of said Articles of Incorporation to change the name of Englewood Bank to "EB Liquidating Corporation" be, and it hereby is, in all respects, approved.

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take such actions as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions.

DATED this 5TH day of January, 2004.

TROPICAL BANCSHARES OF FLORIDA, INC.

By: 
A. Ferold Davis, President