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THOMAS M. EGAN
CHARTERED
LAWYER

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September 18, 2001

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Independent Bancshares, Inc.

700004604017--9
-09/21/01--01046--003
*****35.00 *****35.00

Dear Sirs:

Enclosed, you will find the Articles of Amendment for the above named, along with check # 9286 in the amount of \$ 35.00 for filing fees.

If you have any questions, please do not hesitate to call.

Sincerely,



Melinda McKay
Legal Assistant

Encl.

FILED
01 SEP 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN SEP 26 2001

ARTICLES OF AMENDMENT
INDEPENDENT BANCSHARES, INC.


FILED
01 SEP 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INDEPENDENT BANCSHARES, INC. submits these Articles of Amendment pursuant to Florida Statute 607.187, amending the Articles filed by the Corporation on November 13, 1987, as follows:

ARTICLE FOUR--STOCK: The corporation is authorized to issue one class of shares to be designated "common." The total number of shares which the Corporation is authorized to issue is 2,000,000 shares, and the par value of each such share is \$2.00.

The foregoing amendment was adopted by the directors in accordance with F.S. 607.1003, and shareholders of the Corporation at a meeting held on April 18, 2001, for which notice of the change to be made was given, and at which the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officers and Directors of the Corporation have executed these Articles of Amendment this 13th day of SEPTEMBER, 2001.


JOHN R. HUNT, Secretary


BILLY G. GADD, Chairman

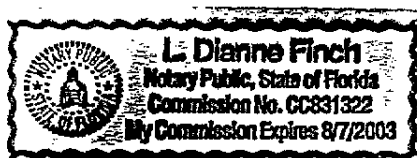

ROBERT A. ELLINOR, President

(Seal)

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me personally appeared Billy G. Gadd, Robert A. Ellinor, and John R. Hunt, to me known to be the individuals described in and who executed the foregoing Articles of Amendment for the above-named Corporation, and they acknowledged before me that they executed the same for the purposes expressed therein, and did not take an oath. WITNESS my hand and official seal at Ocala, Florida this 13 day of September, 2001.

L. Dianne Finch
Notary Public



Personally Known ✓ or Produced
Identification _____ Type of Identification
Produced _____