



M17400

COMMERCEBANK HOLDING CORPORATION

August 10, 2001

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG 16 PM 12:59

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Dear Sir or Madam:

Enclosed, for filing with the Secretary of the State, please find the Articles of Amendment to Articles of Incorporation of Commercebank Holding Corporation (the "Corporation"), adopted by the Board of Directors of said Corporation on July 23, 2001, along with a check for the amount of \$43.75.

Please return a certified copy, for our records, to the following address:

**Commercebank Center
220 Alhambra Circle
Coral Gables, FL 33134
Attn: Alberto Peraza**

If you have any questions or comments, feel free to contact the undersigned at (305) 460-4013.

Sincerely,

Alberto Peraza
Secretary Board of Directors

Enclosures

PRP.-

Amend.

V SHEPARD AUG 23 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMERCEBANK HOLDING CORPORATION

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ARTICLE I

The name of this corporation is Commercebank Holding Corporation (the "Corporation").

ARTICLE II

The following resolution was proposed by the board of directors of the Corporation and adopted by the shareholders of the Corporation in accordance with Section 607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows: "This Corporation is authorized to issue 200,000 shares of One Dollar (\$1.00) par value common stock."

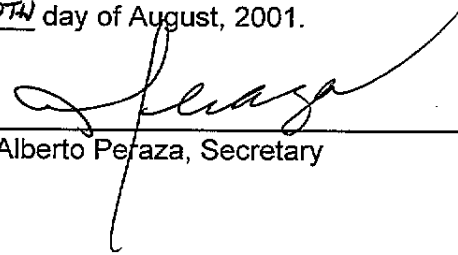
ARTICLE III

The foregoing resolution approving the amendment of the Corporation's Articles of Incorporation was adopted on July 23, 2001.

ARTICLE IV

The number of shareholder votes cast approving the above-described amendment to the Corporation's Articles of Incorporation was sufficient for approval of the amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by a duly authorized officer on this 10TH day of August, 2001.



Alberto Peraza, Secretary