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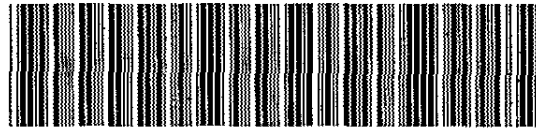
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TALLAHASSEE, FLORIDA

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April 30, 2003

Department of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Commercial Bankshares, Inc.
Certificate of Amendment to the Articles of Incorporation, as Amended**

Dear Sir or Madam:

Enclosed for filing is the Certificate of Amendment in connection with the amended Article IV of Commercial Bankshares, Inc., along with our check in the amount of \$43.75 to cover the cost of the filing fee (\$35.00) and the cost of a certified copy (\$8.75). Please return the certified copy of the filing to me in the enclosed self addressed, stamped envelope which we have provided.

If you have any questions please do not hesitate to call me at (305) 374-5600.

Very truly yours,

AKERMAN SENTERFITT

Scot P. O'Brien

SPO:csp
Enclosures

{M1925843;1}

FILED

CERTIFICATE OF AMENDMENT 03 MAY -2 PM 3:56
TO THE
ARTICLES OF INCORPORATION, AS AMENDED SECRETARY OF STATE
OF TALLAHASSEE, FLORIDA
COMMERCIAL BANKSHARES, INC.

Pursuant to Sections 607.1001, 607.1003 and 706.1006 of the Florida Business Corporation Act, Commercial Bankshares, Inc., A Florida corporation (the "Corporation"), hereby amends and restates Articles IV of its Articles of Incorporation, as amended, as set forth below.

1. Article IV of the Corporation's Articles of Incorporation, as amended, is hereby amended and restated to increase the number of authorized shares of common stock as follows:

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is 15,000,000 shares of Common Stock which shall have a par value of \$0.08 per share, and 5,000,000 shares of Preferred Stock which shall have a par value of \$3.75 per share.

2. The foregoing amendment was duly approved by the board of directors and subsequently adopted by the shareholders of the Corporation on April 24, 2003.
3. The foregoing amendment will be effective upon filing with the Florida Secretary of State. The number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as amended, of Commercial Bankshares, Inc. this 24th day of April, 2003.

COMMERCIAL BANKSHARES, INC.

By: 
Jack J. Partagas, President