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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
REGENT BANCORP, INC.**

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
REGENT BANCORP, INC.**

Regent Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation") does hereby certify:

That pursuant to the approval of the shareholders of the Corporation, Article IV, Section A of the Articles of Incorporation of the Corporation are here by amended as follows:

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) **Common Stock.** The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$0.01 per share.

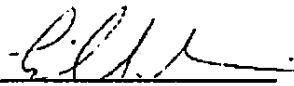
(2) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 3,000,000 with a par value of \$.01 per share.

CERTIFICATION

The foregoing Articles of Amendment to the Articles of Incorporation of Regent Bancorp, Inc. were authorized, adopted and approved by the holders of outstanding shares of Corporation Common Stock and Series D Convertible Preferred Stock voting together as a single group on April 24, 2015 and the number of votes cast for the amendment by the shareholders was sufficient for approval.

In witness whereof, the undersigned has hereunto affixed his signature effective April 24, 2015.

REGENT BANCORP, INC.

By: 
Cyril S. Spiro
Chairman and Chief Executive Officer

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