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EMPIRE FINANCIAL HOLDING COMPANY

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ARTICLES OF AMENDMENT  
AMENDING  
SERIES E CONVERTIBLE PREFERRED STOCK  
OF  
EMPIRE FINANCIAL HOLDING COMPANY

PURSUANT TO SECTION 607.0602 OF THE  
FLORIDA BUSINESS COMPANY LAW

EMPIRE FINANCIAL HOLDING COMPANY, a Company organized and existing under Florida Business Company Act (hereinafter called the "Company"), in accordance with the provisions of Section 607.0602 thereof, DOES HEREBY CERTIFY:

**FIRST:** The following Articles of Amendment were adopted at a meeting of the Board of Directors on December 15, 2005 in the manner prescribed by Section 607.1002 of the Florida Business Company Act. Shareholder action was not required.

**SECOND:** That pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Articles of Incorporation of the Company (the "Articles of Incorporation"), the said Board of Directors on December 15, 2005 adopted the following resolution to increase the maximum number of shares of the Company's Series E Convertible Preferred Stock, \$.01 par value per share:

**RESOLVED,** that pursuant to the authority vested in the Board of Directors of this Company (the "Board") in accordance with the provisions of its Articles of Incorporation, the following amendment to the Company's Series E Convertible Preferred Stock be and it hereby is made:

Series E Convertible Preferred Stock

The second sentence of the first paragraph (Designation, Amount and Par Value) of the articles of amendment designating the Series E Convertible Preferred Stock of the Company is amended so as to read in its entirety:

"The maximum number of shares of the E Preferred Stock authorized by this resolution shall be 13,333."

**THIRD:** Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.

**FOURTH:** The effective date of this amendment shall be upon the filing of these Articles of Amendment.

H06000050773 3

To: FI Dept of State  
Subject: 000631.48488

From: Tracy Spear

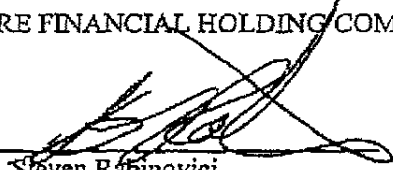
Friday, February 24, 2006 2:03 PM Page: 3 of 3

H06000050773 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of EMPIRE FINANCIAL HOLDING COMPANY as of this 21st day of February, 2006.

EMPIRE FINANCIAL HOLDING COMPANY

By:

  
Steven Rabinovici  
Chairman