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JOHN P. GREELEY

PO2000033249
May 3, 2002

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

900005662859--8
-05/31/02--01050--017
*****43.75 *****43.75

Re: Commerce National of Florida, Inc.

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Articles of Incorporation submitted for filing;
2. A check in the amount of \$43.75 (\$35.00 for filing fee and \$8.75 for one certified copy of the Articles of Amendment to the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw
Enclosures

FILED
MAY 3 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO2000033249
NC *Outcopy
JPG 5-31-02



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

May 14, 2002

John P. Greeley, Esquire
Smith MacKinnon, PA
255 South Orange Avenue
Citrus Center
Suite 800
Orlando, Florida 32801

Re: Commerce National Bankshares of Florida, Inc.

Dear Mr. Greeley:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a one bank holding company for proposed Commerce National Bank of Florida to be located in Winter Park, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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02 MAY 31 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMERCE NATIONAL OF FLORIDA, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Commerce National of Florida, Inc. are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

NAME

ARTICLE I

The name of the Corporation is Commerce National Bankshares of Florida, Inc.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on May 17, 2002 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

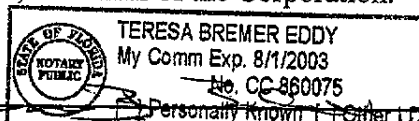
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officers as of this 20 day of May, 2002.

COMMERCE NATIONAL OF FLORIDA, INC.

By: Ray D. Colado
Ray D. Colado, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of May, 2002, by Ray D. Colado as President of Commerce National of Florida, Inc., on behalf of the Corporation.



Printed Name: Teresa Bremer Eddy
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____