P02000084056

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Amend.
7/9/09
Dc

FINANCIAL SERVICES COMMISSION

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF AGRICULTURE

OFFICE OF FINANCIAL REGULATION

LINDA B. CHARITY
ACTING COMMISSIONER

June 23, 2009

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the articles of incorporation for US Century Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

(1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

(2) Mail two copies to: Mr. Octavio Hernandez
President and Chief Executive Officer
US Century Bank
2301 NW 87th Avenue
Miami, Florida 33172

Also enclosed is a check for $61.25 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

NRKjelgaard

NancyRae Kjelgaard
Financial Control Analyst
Bureau of Bank Regulation

NRK:nk
Enclosures (3)

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 24, 2009

MR. OCTAVIO HERNANDEZ
US CENTURY BANK
2301 NW 87TH AVE.
MIAMI, FL 33172

SUBJECT: U.S. CENTURY BANK
Ref. Number: P02000084056

We have received your document for U.S. CENTURY BANK and check(s) totaling $61.25. However, your check(s) and document are being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

Please see Revisions

(1)**If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**
(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-
(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)**If an amendment was adopted by the incorporators or board of directors without shareholder action.**
(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 209A00021494

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TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION OF U. S. CENTURY BANK

This amendment to U.S. Century Bank's Articles of Incorporation, as amended, was adopted by a majority vote of the shareholders at their meeting on May 28, 2009. It deletes the current Article III in its entirety and replaces it with the following:

ARTICLE III

The aggregate number of shares of all classes of capital stock which this corporation shall have authority to issue is 51,000,000, consisting of (i) 50,000,000 shares of common stock, par value $8.00 per share (the "Common Stock"), and (ii) 1,000,000 shares of preferred stock, par value $1.00 per share (the "Preferred Stock"). The amount of surplus with which the corporation will begin business will be not less than $2,079,073 (including undivided profits), all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the corporation are as follows:

A. Provisions Relating to the Preferred Stock.

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the board of directors as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the board of directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the board of directors may deem advisable in its sole discretion.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The board of directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The board of directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Except as may be otherwise required by law or in these articles of incorporation or any amendment thereto, each holder of Common Stock has one vote in respect of each share of stock held by the holder of record on the books of the corporation on all matters voted upon by the stockholders. No stockholder shall have cumulative voting rights for the election of directors.

2. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the board of directors, out of funds legally available therefor, dividends payable in case, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock."

Margarita D. Menendez

NOTARY PUBLIC-STATE OF FLORIDA
Margarita D. Menendez
Commission #DD757198
Expires: MAY 17, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Octavio Hernandez, President and Chief Executive Officer

Approved by the Office of Financial Regulation this ____ day of ________, 2009

John G. Alcorn

John G. Alcorn, Bureau Chief
Division Of Financial Institutions
Office of Financial Regulation
Tallahassee, Florida
By Delegated Authority