

Division of Corporations

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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
FLORIDA CAPITAL GROUP, INC.**

FIRST: This Corporation is named Florida Capital Group, Inc. (the "Corporation"). The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida and became effective on November 22, 2002. Articles of Amendment to the Articles of Incorporation were filed and became effective on December 20, 2002, March 4, 2005, July 17, 2006, May 12, 2009, May 26, 2009, June 9, 2011, September 16, 2011, December 30, 2011, and February 8, 2012.

SECOND: Pursuant to the authority of the Board of Directors of the Corporation set forth in the Corporation's Articles of Incorporation, as amended, and Section 607.0602 of the Florida Business Corporation Act (the "FBCA"), the Board of Directors of the Corporation, by resolutions duly adopted as of June 27, 2012, has amended the Corporation's Articles of Incorporation to increase the number of shares of authorized but unissued preferred stock of the Corporation designated as "Series B Non-Cumulative Preferred Stock." Approval of the shareholders of the Corporation was not required.

THIRD: Article III, Section 4, Subsection A. of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE III - CAPITAL STOCK

"A. Designation and Amount. A total of 70,000 shares of preferred stock, par value \$0.01 per share, of the Corporation shall be designated "Series B Non-Cumulative Preferred Stock."

Except as hereby amended, the Articles of Incorporation of the Corporation shall be the same.

WHEREUPON, the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 27 day of June, 2012.

By: 

Robert Higel, Chief Financial Officer