

Division of Corporations

P03000000465

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BASIC AMENDMENT

FNB RE SERVICES, INC.

Certificate of Status	0
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Amendment
12/03/03

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SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FNB RE SERVICES, INC.

DOCUMENT # P03000000465

Pursuant to the provisions of Sections 607.1006 and 607.0602 of the Florida Business Corporations Act (the "FBCA"), FNB RE Services, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, submits these Second Articles of Amendment for the purpose of amending the designation of FNB RE Services, Inc. Preferred Stock, Series 2003-1 (the "Series 2003-1 Designations").

1. The name of the corporation is "FNB RE SERVICES, INC."
2. The Articles of Incorporation of the Corporation, as filed with the Florida Department of State on January 2, 2003, authorize the issuance of 2,500 Shares of preferred stock, par value \$.01 per Share ("Preferred Stock"), and further authorize the Board of Directors of the Corporation (the "Board of Directors"), by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series of Preferred Stock into one or more series, and without limiting the generality of the foregoing, to fix and determine the designation of each such series, the number of Shares which shall constitute such series and such voting powers, and such preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof of the Shares of each class or series so established.
3. The Series 2003-1 Designations, as filed with the Florida Department of State on February 10, 2003, authorized the creation and issuance of a series of said Preferred Stock to be known as "Preferred Stock, Series 2003-1" and were duly adopted by the Board of Directors and approved by the Corporation's sole shareholder, FNB Property Holdings, Inc., on the 2nd day of January, 2003, in accordance with Section 607.0602 of the FBCA and Section 7.02 of the Corporation's Articles of Incorporation.
4. The following resolution authorizing the change of the stated value of the Preferred Stock, Series 2003-1 was duly adopted through a joint resolution of the Board of Directors and the Corporation's sole shareholder, FNB Property Holdings, Inc., by unanimous written consent on the 17th day of November, 2003, in accordance with Sections 607.0602 and 607.0821 of the FBCA, Section 7.02 of the Corporation's Articles of Incorporation and Section 4.6 of the Corporation's Bylaws:

RESOLVED, that pursuant to the authority expressly granted by Section 7.02 of the Corporation's Articles of Incorporation, the Series 2003-1 Designations adopted by the Board of Directors on the 2nd day of January, 2003, which established and authorized the issuance of 1,200 Shares of \$.01 par value


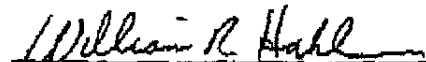
Preferred Stock, Series 2003-1, are hereby amended to change the Stated Value of the Shares from \$50 per Share to \$500 per Share. All other designations remain the same.

5. This Amendment shall be effective when these Second Articles of Amendment are filed with the Florida Department of State.

[Signatures on following page.]

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have authorized and caused these Second Articles of Amendment to be executed as of this 17th day of November, 2003.

FNB RE SERVICES, INC.
BOARD OF DIRECTORS


Dennis S. Hudson, III
William R. Hahl