

P030000032980

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

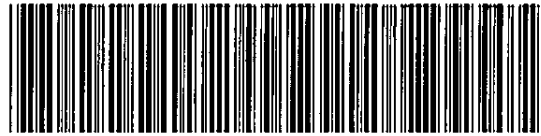
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05 NOV 18 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
11/21/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 713894 7347882

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 18, 2005

ORDER TIME : 9:54 AM

ORDER NO. : 713894-005

CUSTOMER NO: 7347882

DOMESTIC AMENDMENT FILING

NAME: TOTAL BANCSHARES CORP.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: _____

Articles of Amendment
to
Articles of Incorporation
of

FILED

Total Bancshares Corp 05 NOV 18 AM 11: 29

(Name of corporation as currently filed with the Florida Dept. of State
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P03000032980

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article V - Capital Stock:

A. The total number of shares of common stock which the Corporation shall have authority to issue is fifty million (50,000,000), consisting of common stock, par value \$1.00 per share (the "Common Stock").

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: November 9, 2005

Effective date if applicable: N/A
(no more than 90 days after amendment file date)

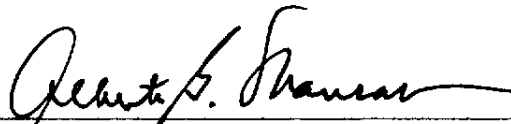
Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alberto G. Manrara

(Typed or printed name of person signing)

Executive Vice President & CFO

(Title of person signing)

FILING FEE: \$35