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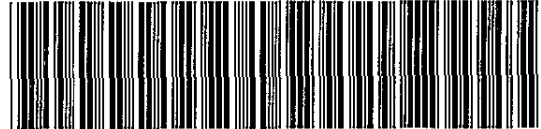
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03 JUL 17 AM 10:53
STATE
TALLAHASSEE, FLORIDA

FILED
2003 JUL 17 PM 12:55
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROSPERITY FINANCIAL CORPORATION
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PROSPERTY FINANCIAL, CORPORATION

FILED
2003 JUL 17 PM 12:55
TALLAHASSEE, FLORIDA
CLERK OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I- The name of the corporation shall be:

PROSPERITY FINANCIAL, CORPORATION

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, areas follows.

THIRD: The date of each amendment's adoption: 07/15/03

FOURTH: Adoption of Amendment(s) (check one)

 X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately for each voting group entitled to vote separately on each 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 the shareholder action was not required.

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

Signed this 15 day of JULY, 2003

Signature



(By the Chairman or Vice Chairman of the directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the director)

OR

(By an incorporator if adopted by the incorporator)

MARIO X. BALDA

Typed or printed name

VICEPRESIDENT

Title