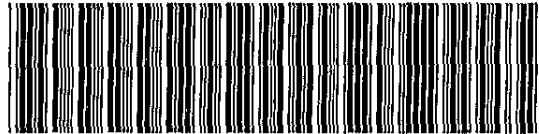


P04000028896



500041482975

10/14/04--01042--019 **43.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*Call when
Ready
878-2411*

Office Use Only

FILED
04 OCT 14 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 OCT 14 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend.

C. Conlitz OCT 14 2004

Galier + Dougherty, P.A.
Requestor's Name

2457 Care Drive
Address

Tallahassee Fl. 32308 878-2411
City/State/Zip Phone #

Office Use Only

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

1. Partners Financial Corporation P04000028896
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

ARTICLES OF AMENDMENT
CERTIFICATE OF THE DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF

SERIES A PREFERRED STOCK
\$100.00 Per Share Redemption Value
of
PARTNERS FINANCIAL CORPORATION

FILED
04 OCT 14 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the
Florida Business Corporation Act

The undersigned, James S. Weaver as President of Partners Financial Corporation, a Florida Corporation ("Company"),

DOES HEREBY CERTIFY:

That, pursuant to the authority expressly conferred upon the Board of Directors of the Company by Article III of the Articles of Incorporation of the Company, and in accordance with the provisions of Section 607.0602, *Florida Statutes*, the Board of Directors, at a meeting on October 13, 2004, adopted the following amendment which designates a series of preferred stock to be known as Series A Preferred Stock with the following relative rights and preferences:

1. **Designation.** The designation of the series of preferred stock created hereby shall be Series A Preferred Stock, \$0.01 par value (hereinafter referred to as "Series A Preferred Stock"), and the number of shares constituting such series shall be 5,000 shares. The Series A Preferred Stock shall rank prior to the common stock of the Company, \$0.01 par value ("Common Stock") with respect to the payment of dividends and the distribution of assets.
2. **Dividend Rights.** The holders of shares of Series A Preferred Stock shall be entitled to receive dividends or other distributions when and as declared by the Board of Directors, out of funds legally available therefor.
3. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to shareholders, an amount equal to \$100.00 per share prior to any distribution to holders of Common Stock of the Company.

4. **Redemption.** The Company may redeem shares of Series A Preferred Stock at any time after issuance, at a redemption price of \$100.00 per share. Notice of any redemption shall be given in person or by first class mail, postage prepaid, mailed not less than five days nor more than 30 days prior to the date fixed for redemption to the holders of record of the shares to be redeemed. After the date of redemption and notwithstanding the fact that any shares called for redemption shall not have been surrendered for cancellation, on and after such date the shares represented thereby called for redemption shall be deemed to be no longer outstanding, and all rights of the holders of such shares shall cease except for the right to receive the redemption value of the shares.

5. **No Voting Rights.** Except as otherwise required by law, the holders of Series A Preferred Stock shall not be entitled to vote.

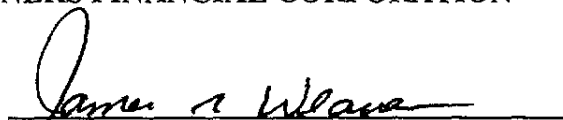
6. **Reacquired Shares.** Shares of Series A Preferred Stock converted, redeemed, or otherwise purchased or acquired by the Company shall be restored to the status of authorized and unissued shares of preferred stock without designation as to series.

7. **No Sinking Fund.** Shares of Series A Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, PARTNERS FINANCIAL CORPORATION has caused this Certificate to be signed by James S. Weaver, President, this 13th day of October, 2004.

PARTNERS FINANCIAL CORPORATION

By:


James S. Weaver, President