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OPTIMUMBANK HOLDINGS, INC.**

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
OPTIMUMBANK HOLDINGS, INC.**

**OPTIMUMBANK HOLDINGS, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation, pursuant to the provisions of the Florida Business Corporation Act (the "Act"):

1. Amendment. Paragraph (a) of Article III is hereby deleted in its entirety and replaced with the following (the "Amendment"):

“(a) The aggregate number of shares of stock of all classes that the corporation shall have authority to issue is 16,000,000 shares, of which 10,000,000 shares shall be common stock, \$.01 par value per share (“Common Stock”), and of which 6,000,000 shares shall be preferred stock, no par value (“Preferred Stock”).”

2. Approval of Amendment. The Amendment was approved and adopted by all of the directors of the Company at a meeting duly called and held on July 23, 2019 and by the holders of the outstanding Common Stock of the Company at a meeting duly called and held on August 27, 2019. The holders of the Common Stock are the only voting group entitled to vote on the Amendment. The number of votes cast for the Amendment by the shareholders was sufficient to approve the Amendment under the Act and the Company's Articles of Incorporation and Bylaws.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 23 day of October 2019.

OPTIMUMBANK HOLDINGS, INC.

By: 

Name: Timothy Terry

Title: Principal Executive Officer

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