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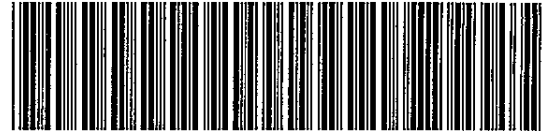
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NHB HOLDINGS, INC.

DOCUMENT NUMBER: P04000147814

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William G. Stagle
(Name of Contact Person)

NHB Holdings, Inc.
(Firm/ Company)

6622 Southpoint Drive South, Suite 310
(Address)

Jacksonville FL 32216
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

William G. Stagle at (904) 332-6610
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Secretary of State
Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

NHB HOLDINGS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P04000147814

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)**

Amendend Article II to reflect State of Organization (attached)

Amended Article III to reflect Capital Stock (attached)

Amended Article IV to reflect Registered Agent (attached)

Amended Article V to reflect Incorporator (attached)

Added Article VI: Principal Office (attached)

Added Articles VII THROUGH XV (attached)

(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)

(continued)

The date of each amendment(s) adoption: 11/15/04

Effective date if applicable: 11/15/04
(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.

Signed this 15 day of November, 2004.

Signature x William G. Slagle
(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)

William G. Slagle
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

NHB HOLDINGS, INC.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Article 1. Name

The name of the Corporation is: NHB Holdings, Inc.

Article 2. State of Organization

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

Article 3. Capital Stock

The Corporation shall have the authority to issue ten million (10,000,000) shares of common stock (the "Common Stock"), \$.001 par value.

Article 4. Registered Office; Registered Agent

The initial registered office of the Corporation shall be at 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216. The initial registered agent of the Corporation at such address shall be William G. Slagle.

Article 5. Incorporator

The name and address of the incorporator is:

William G. Slagle
6622 Southpoint Drive South
Suite 310
Jacksonville, Florida 32216

Article 6. Principal Office

The mailing address of the initial principal office of the Corporation is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216.

Article 7. Terms of Directors

The Board of Directors shall be divided into three (3) classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. Each director in Class I shall be elected to an initial term of one (1) year, each director in Class II shall be elected to an initial term of two (2) years, each director in Class III shall be elected to an initial term of three (3) years, and each director shall serve until the election and qualification of his or her successor or until his or her earlier resignation, death or removal from office. Upon the expiration of the initial terms of office for each Class of directors, the directors of each Class shall be elected for terms of three (3) years, to serve until the election and qualification of their successors or until their earlier resignation, death or removal from office.

Article 8. Removal of Directors

(a) At any shareholders' meeting with respect to which notice of such purpose has been given, the entire Board of Directors or any individual director may be removed without

cause only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote in an election of directors.

(b) At any shareholders' meeting with respect to which notice of such purpose has been given, the entire Board of Directors or any individual director may be removed with cause only by the affirmative vote of the holders of at least a majority of the issued and outstanding shares of the Corporation entitled to vote in an election of directors.

(c) For purposes of this Article 8, a director of the Corporation may be removed for cause if (i) the director has been convicted of a felony; (ii) any bank regulatory authority having jurisdiction over the Corporation requests or demands the removal; or (iii) at least two thirds (2/3) of the directors of the Corporation then in office, excluding the director to be removed, determine that the director's conduct has been inimical to the best interests of the Corporation.

Article 9. Bylaws; Number of Directors

(a) Except as provided in paragraph (b) of this Article 9, the Board of Directors shall have the right to adopt, amend or repeal the bylaws of the Corporation by the affirmative vote of a majority of all directors then in office, and the shareholders shall have such right by the affirmative vote of a majority of the issued and outstanding shares of the Corporation entitled to vote in an election of directors.

(b) Notwithstanding paragraph (a) of this Article 9, any amendment of the bylaws of the Corporation changing the number of directors shall require the affirmative vote of two-thirds (2/3) of all directors then in office or the affirmative vote of the holders of two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote in an election, at any regular or

special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

Article 10. Factors Considered in Business Transaction

The Board of Directors, when evaluating any offer of another party (i) to make a tender offer or exchange offer for any equity security of the Corporation, (ii) to merge or consolidate any other corporation with the Corporation, or (iii) to purchase or otherwise acquire all or substantially all of the assets of the Corporation, shall, in determining what is in the best interests of the Corporation and its shareholders, give due consideration to all relevant factors, including without limitation: (A) the short term and long term social and economic effects on the employees, customers, shareholders and other constituents of the Corporation and its subsidiaries, and on the communities within which the Corporation and its subsidiaries operate (it being understood that any subsidiary bank of the Corporation is charged with providing support to and being involved in the communities it serves); and (B) the consideration being offered by the other party in relation to the then current value of the Corporation in a freely negotiated transaction and in relation to the Board of Directors' then estimate of the future value of the Corporation as an independent entity.

Article 11. Liability of Directors

(a) A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(i) The director breached or failed to perform his duties as a director; and

(ii) The director's breach of, or failure to perform, those duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) Unless two thirds (2/3) of the directors then in office shall approve the proposed change, this Article 11 may be amended or rescinded only by the affirmative vote of the holders of at least two thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

Article 12. Shareholder Meetings

(a) Special meetings of shareholders may be called at anytime by the Chairman of the Board of Directors, by the President or by a majority of the directors then in office.

(b) Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

Article 13. Indemnification

(a) The Corporation shall indemnify its officers and directors and advance or reimburse expenses incurred to the fullest extent permitted under the Florida Business Corporation Act. The Corporation may indemnify employees or agents of the Corporation as permitted under the Florida Business Corporation Act. Such indemnification and advancement or reimbursement of expenses shall not be deemed exclusive of any additional indemnification that the Board of Directors may deem advisable or of any rights to which those indemnified may otherwise be entitled. The Board of Directors of the Corporation may determine from time to time whether and to what extent to maintain insurance providing indemnification for officers and

directors and such insurance need not be limited to the Corporation's power of indemnification under the Florida Business Corporation Act.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) Unless two thirds (2/3) of the directors then in office shall approve the proposed change, this Article 13 may be amended or rescinded only by the affirmative vote of the holders of at least two thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

Article 14. Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in this Article and Articles 7, 8, 9, 10, 11 and 13 hereof may not be altered, amended or repealed in any respect, and no other provision(s) may be adopted which would impair in any respect the operation or effect of any such provisions, except by the affirmative vote of holders of at least two-thirds (2/3) of the voting power of the then outstanding shares of capital stock, voting together as a single class; provided, however, that such two-thirds (2/3) voting requirement shall not be applicable if the Board of Directors of the Corporation shall approve such action by resolution adopted by at least two-thirds (2/3) of the directors then in office, in which case the affirmative vote of holders of a majority of the then

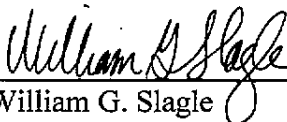
outstanding shares of capital stock entitled to be cast at the meeting of shareholders called for that purpose, voting together as a single class, shall be required to approve such action.

Article 15. Savings Clause

Should any provision of these Articles of Incorporation, or any clause hereof, be held to be invalid, illegal or unenforceable, in whole or in part, the remaining provisions and clauses of these Articles of Incorporation shall remain valid and fully enforceable.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 15th day of November, 2004.



William G. Slagle
Incorporator

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