

P05000036733

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

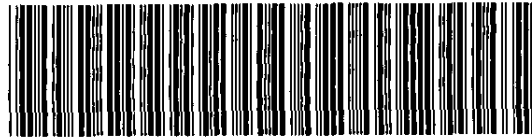
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Amend

C.COULLETTE

DEC 20 2010

EXAMINER

Ister, Donald P.A.
Requester's Name

2457 Care Drive
Address

Tallahassee FL 878-2411
City/State/Zip Phone #

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

1. Central Financial Holdings, Inc. POS00036733
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLE OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF
CENTRAL FINANCIAL HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1003 and Section 607.1006, Florida Statutes, Central Financial Holdings, Inc. adopts the following Article of Amendment to its Amended and Restated Articles of Incorporation:

Amendment adopted:

Article III of the Amended and Restated Articles of Incorporation of Central Financial Holdings, Inc. is hereby amended to read in its entirety as follows:

ARTICLE III CAPITAL STOCK

Section 1 – General and Common Stock: The total number of shares of capital stock which the Corporation shall have authority to issue is 20,000,000, par value one cent (\$0.01) per share. One class shall consist of 10,000,000 shares of common stock. Each share of common stock shall have the same relative rights and be identical in all respects with every other share of common stock. The holders of common stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of common stock is entitled to one vote per share. No holder of any class of stock has preemptive rights with respect to the issuance of shares of that or any other class of stock and the holders of common stock are not entitled to cumulative voting rights with respect to the election of directors.

Section 2 – Preferred Stock: One class shall consist of 10,000,000 shares of preferred stock. The Board of Directors of the Corporation shall be empowered to divide any and all shares of the preferred stock into series and to fix and determine the relative rights and preferences of the shares of any series so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:

(i) the distinctive designation of such series and the number of shares which shall constitute such series;

(ii) the annual rate of dividends payable on shares of such series, whether dividends shall be cumulative or non-cumulative, and conditions upon which and the date when such dividends shall be accumulated on all shares of such series issued prior to the record date for the first dividend of such series;

(iii) the time or times when and the price or prices at which shares of such series shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares;

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(iv) the amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the common stock;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other series of preferred stock and the terms and conditions of such conversion or exchange; and


(vi) whether the shares of such series have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any unissued shares of any series of preferred stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.

The foregoing Amendment was approved by the Board of Directors of Central Financial Holdings, Inc. at a meeting held on October 18, 2010. The foregoing Amendment was approved by the affirmative vote of the holders of a majority of the shares of the only class of voting stock of Central Financial Holdings, Inc. at a meeting held on November 15, 2010. Such majority was sufficient for approval of the foregoing Amendment.

IN WITNESS WHEREOF, the undersigned authorized officer of Central Financial Holdings, Inc. executed this Article of Amendment on this 16th day of November 2010.

CENTRAL FINANCIAL HOLDINGS, INC.


David P. Paetzold
Executive Vice President