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(Requestor's Name)

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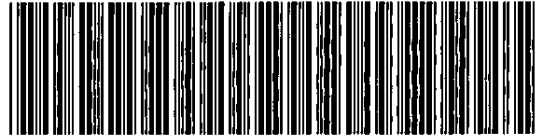
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Amend

Sf 7/2

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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JOHN P. GREELEY

July 1, 2008

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amendment to the Articles of Incorporation for Gateway Financial Holdings of Florida, Inc.

Dear Karon:

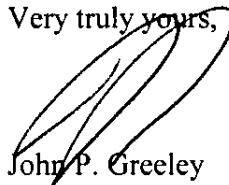
Enclosed are the following documents relating to the above-referenced corporation:

1. An original and two copies of an Amendment to the Articles of Incorporation of Gateway Financial Holdings of Florida, Inc.
2. A check in the amount of \$43.75 (\$35.00 for filing fee and \$8.75 for one certified copies of the Articles of Amendment to the Articles of Incorporation).

Please file the enclosed document as soon as possible and return to us one certified copy of the Amendment.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: David K. Maholias, President and Chief Executive Officer
Gateway Financial Holdings of Florida, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
GATEWAY FINANCIAL HOLDINGS OF FLORIDA, INC.
(Pursuant to Section 607.1002 of the
Florida Business Corporation Act)**

Gateway Financial Holdings of Florida, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1002 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation as follows:

FIRST: The Articles of Incorporation are amended by deleting Section A of Article III in its entirety, and inserting the following in lieu thereof:

ARTICLE III

Capital Stock

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

(1) **Common Stock.** The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 50,000,000 with a par value of \$5.00 per share.

(2) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$5.00 per share. 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 and the 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; (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 shall 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.

Any action by the Board of Directors in authorizing the issuance of Preferred Stock and fixing and determining the provisions thereof is hereby ratified and approved.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Gateway Financial Holdings of Florida, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors on June 24, 2008 pursuant to Section 607.1002 of the Act to change the par value of the shares of Common Stock and Preferred Stock, and shareholder approval of the foregoing amendment was not required pursuant to the Act.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 24th day of June, 2008.

**GATEWAY FINANCIAL HOLDINGS OF
FLORIDA, INC.**

By: 

David K. Maholias

As its: President and Chief Executive Officer