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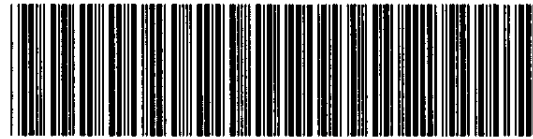
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And

SEP. 26 2013

R. WHITE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 822724 4804192

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : September 26, 2013

ORDER TIME : 9:42 AM

ORDER NO. : 822724-005

CUSTOMER NO: 4804192

DOMESTIC AMENDMENT FILING

NAME: FLORIDA SHORES BANCORP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA SHORES BANCORP, INC.
AUTHORIZING
SERIES B JUNIOR PREFERRED STOCK,
SERIES C JUNIOR PREFERRED STOCK, and
SERIES D JUNIOR PREFERRED STOCK
OF
FLORIDA SHORES BANCORP, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Shores Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Company"), in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act (the "Act"), does hereby certify:

The board of directors of the Company (the "Board of Directors") or an applicable committee of the Board of Directors, in accordance with the Articles of Incorporation and Bylaws of the Company and applicable law, duly adopted the following resolutions on September 19, 2013, creating a series of 500 shares of Preferred Stock of the Company designated as "Series B Junior Preferred Stock," a series of 2,000 shares of Preferred Stock of the Company designated as "Series C Junior Preferred Stock," and a series of 700 shares of Preferred Stock of the Company designated as "Series D Junior Preferred Stock."

I. SERIES B JUNIOR PREFERRED STOCK

RESOLVED, that pursuant to the authority vested in the Board of Directors, in accordance with the provisions of its Articles of Incorporation and Bylaws, and applicable law, a series of preferred stock of the Company be and is created and the designation, amount, qualifications, limitations, and other rights and restrictions of the shares of such Series B Junior Preferred Stock are as follows:

Section 1.1 Designation and Amount.

The series of preferred shares shall be designated as the Company's "Series B Junior Preferred Stock" no par value per share (the "Series B Shares"), and the number of shares constituting the Series B Shares shall be 500. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series B Shares to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights, or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Series B Shares. Each Series B Share shall be identical in all respects to every other share of Series B Shares.

Section 1.2 Ranking.

The Series B Shares will, with respect to dividend rights and rights on liquidation, voting, winding up, and dissolution, rank (i) on a parity with (A) the Series C Junior Preferred Stock, (B) the Series D Junior Preferred Stock, and (C) each other class or series of equity securities of the Company the terms of which do not expressly provide that such class or series will rank senior or junior to the Series B Shares as to dividend rights and/or rights on liquidation, winding up, and dissolution of the Company, and (ii) junior to (A) the Senior Non-Cumulative Perpetual Preferred Stock, Series A, and (B) each other class or series of equity securities of the Company the terms of which expressly provide that such class or series will rank senior to the Series B Shares as to dividend rights and/or rights on liquidation, winding up, and dissolution of the Company. The Company has the power to authorize and/or issue additional shares or classes or series of equity securities without the consent of any holder of shares of Series B Shares.

Section 1.3 No Voting Rights.

Except as provided by applicable law, the holders of Series B Shares shall not be entitled to any voting rights. In particular, but without limitation, the holders of Series B Shares shall not be entitled to vote on the authorization of, issuance of, terms of or preferences of any other class or series of stock in the Company, even if such class or series is superior in rights to the Series B Shares.

Section 1.4 Dividends and Distributions.

There shall be no dividends or distributions payable on the Series B Shares.

Section 1.5 Liquidation Amount.

Each Series B Share shall have a liquidation amount of One Thousand Dollars (\$1,000) (the "Series B Liquidation Amount").

Section 1.6 Liquidation, Dissolution, or Winding Up.

In the event of any liquidation, dissolution, or winding up of the affairs of the Company, whether involuntary or voluntary, holders of Series B Shares shall be entitled to receive for each Series B Share, out of the assets of the Company or proceeds of such assets available for distribution to shareholders of the Company, subject to the rights of any creditors of the Company, before any distribution of such assets or proceeds is made to or set aside for the holders of Company common stock, payment in full in an amount equal to the Series B Liquidation Amount. If in any such distribution, the assets of the Company or proceeds of such assets are not sufficient to pay in full the amounts payable with respect to all outstanding Series B Shares, holders of the Series B Shares shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled. For purposes of this Section 1.6, the Company's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into the Company, or the sale of all or substantially all of the

Company's assets, property, or business will not constitute its liquidation, dissolution, or winding up.

Section 1.7 No Conversion.

The Series B Shares are not convertible into shares of common stock or any other security.

Section 1.8 Redemption at Option of Company.

At any time and from time to time, the Company may redeem, in whole or in part, out of funds legally available therefor, the Series B Shares then outstanding, upon written notice provided to the holders of such shares, at a redemption price equal to the Series B Liquidation Amount per share. The redemption price for any shares of Series B Shares shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Company. In case of any redemption of part of the Series B Shares then outstanding, the shares to be redeemed shall be selected pro rata. Series B Shares that are redeemed, repurchased, or otherwise acquired by the Company shall revert to authorized but unissued shares of preferred stock of the Company. The Series B Shares will not be subject to any mandatory redemption, sinking fund, or other similar provisions. Holders of Series B Shares will have no right to require redemption or repurchase of any Series B Shares.

II. SERIES C JUNIOR PREFERRED STOCK

RESOLVED, that pursuant to the authority vested in the Board of Directors, in accordance with the provisions of its Articles of Incorporation and Bylaws, and applicable law, a series of preferred stock of the Company be and is created and the designation, amount, qualifications, limitations, and other rights and restrictions of the shares of such Series C Junior Preferred Stock are as follows:

Section 2.1 Designation and Amount.

The series of preferred shares shall be designated as the Company's "Series C Junior Preferred Stock" no par value per share (the "Series C Shares"), and the number of shares constituting the Series C Shares shall be 2,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series C Shares to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights, or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Series C Shares. Each Series C Share shall be identical in all respects to every other share of Series C Shares.

Section 2.2 Ranking.

The Series C Shares will, with respect to dividend rights and rights on liquidation, voting, winding up, and dissolution, rank (i) on a parity with (A) the Series B Junior Preferred Stock, (B) the Series D Junior Preferred Stock, and (C) each other class or series of equity securities of the Company the terms of which do not expressly provide that such class or series will rank senior or junior to the Series C Shares as to dividend rights and/or rights on liquidation, winding up, and dissolution of the Company, and (ii) junior to (A) the Senior Non-Cumulative Perpetual Preferred Stock, Series A, and (B) each other class or series of equity securities of the Company the terms of which expressly provide that such class or series will rank senior to the Series C Shares as to dividend rights and/or rights on liquidation, winding up, and dissolution of the Company. The Company has the power to authorize and/or issue additional shares or classes or series of equity securities without the consent of any holder of shares of Series C Shares.

Section 2.3 No Voting Rights.

Except as provided by applicable law, the holders of Series C Shares shall not be entitled to any voting rights. In particular, but without limitation, the holders of Series C Shares shall not be entitled to vote on the authorization of, issuance of, terms of or preferences of any other class or series of stock in the Company, even if such class or series is superior in rights to the Series C Shares.

Section 2.4 Dividends and Distributions.

There shall be no dividends or distributions payable on the Series C Shares.

Section 2.5 Liquidation Amount.

Each Series C Share shall have a liquidation amount of One Thousand Dollars (\$1,000) (the "Series C Liquidation Amount").

Section 2.6 Liquidation, Dissolution, or Winding Up.

In the event of any liquidation, dissolution, or winding up of the affairs of the Company, whether involuntary or voluntary, holders of Series C Shares shall be entitled to receive for each Series C Share, out of the assets of the Company or proceeds of such assets available for distribution to shareholders of the Company, subject to the rights of any creditors of the Company, before any distribution of such assets or proceeds is made to or set aside for the holders of Company common stock, payment in full in an amount equal to the Series C Liquidation Amount. If in any such distribution, the assets of the Company or proceeds of such assets are not sufficient to pay in full the amounts payable with respect to all outstanding Series C Shares, holders of the Series C Shares shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled. For purposes of this Section 2.6, the Company's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into the Company, or the sale of all or substantially all of the Company's assets, property, or business will not constitute its liquidation, dissolution, or winding up.

Section 2.7 No Conversion.

The Series C Shares are not convertible into shares of common stock or any other security.

Section 2.8 Redemption at Option of Company.

At any time and from time to time, the Company may redeem, in whole or in part, out of funds legally available therefor, the Series C Shares then outstanding, upon written notice provided to the holders of such shares, at a redemption price equal to the Series C Liquidation Amount per share. The redemption price for any shares of Series C Shares shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Company. In case of any redemption of part of the Series C Shares then outstanding, the shares to be redeemed shall be selected pro rata. Series C Shares that are redeemed, repurchased, or otherwise acquired by the Company shall revert to authorized but unissued shares of preferred stock of the Company. The Series C Shares will not be subject to any mandatory redemption, sinking fund, or other similar provisions. Holders of Series C Shares will have no right to require redemption or repurchase of any Series C Shares.

III. SERIES D JUNIOR PREFERRED STOCK

RESOLVED, that pursuant to the authority vested in the Board of Directors, in accordance with the provisions of its Articles of Incorporation and Bylaws, and applicable law, a series of preferred stock of the Company be and is created and the designation, amount, qualifications, limitations, and other rights and restrictions of the shares of such Series D Junior Preferred Stock are as follows:

Section 3.1 Designation and Amount.

The series of preferred shares shall be designated as the Company's "Series D Junior Preferred Stock" no par value per share (the "Series D Shares"), and the number of shares constituting the Series D Shares shall be 700. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series D Shares to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights, or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Series D Shares. Each Series D Share shall be identical in all respects to every other share of Series D Shares.

Section 3.2 Ranking.

The Series D Shares will, with respect to dividend rights and rights on liquidation, voting, winding up, and dissolution, rank (i) on a parity with (A) the Series B Junior Preferred Stock, (B) the Series C Junior Preferred Stock, and (C) each other class or series of equity securities of the

Company the terms of which do not expressly provide that such class or series will rank senior or junior to the Series D Shares as to dividend rights and/or rights on liquidation, winding up, and dissolution of the Company, and (ii) junior to (A) the Senior Non-Cumulative Perpetual Preferred Stock, Series A, and (B) each other class or series of equity securities of the Company the terms of which expressly provide that such class or series will rank senior to the Series D Shares as to dividend rights and/or rights on liquidation, winding up, and dissolution of the Company. The Company has the power to authorize and/or issue additional shares or classes or series of equity securities without the consent of any holder of shares of Series D Shares.

Section 3.3 No Voting Rights.

Except as provided by applicable law, the holders of Series D Shares shall not be entitled to any voting rights. In particular, but without limitation, the holders of Series D Shares shall not be entitled to vote on the authorization of, issuance of, terms of or preferences of any other class or series of stock in the Company, even if such class or series is superior in rights to the Series D Shares.

Section 3.4 Dividends and Distributions.

There shall be no dividends or distributions payable on the Series D Shares.

Section 3.5 Liquidation Amount.

Each Series D Share shall have a liquidation amount of One Thousand Dollars (\$1,000) (the "Series D Liquidation Amount").

Section 3.6 Liquidation, Dissolution, or Winding Up.

In the event of any liquidation, dissolution, or winding up of the affairs of the Company, whether involuntary or voluntary, holders of Series D Shares shall be entitled to receive for each Series D Share, out of the assets of the Company or proceeds of such assets available for distribution to shareholders of the Company, subject to the rights of any creditors of the Company, before any distribution of such assets or proceeds is made to or set aside for the holders of Company common stock, payment in full in an amount equal to the Series D Liquidation Amount. If in any such distribution, the assets of the Company or proceeds of such assets are not sufficient to pay in full the amounts payable with respect to all outstanding Series D Shares, holders of the Series D Shares shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled. For purposes of this Section 3.6, the Company's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into the Company, or the sale of all or substantially all of the Company's assets, property, or business will not constitute its liquidation, dissolution, or winding up.

Section 3.7 No Conversion.

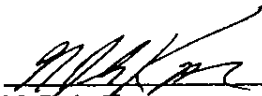
The Series D Shares are not convertible into shares of common stock or any other security.

Section 3.8 Redemption at Option of Company.

At any time and from time to time, the Company may redeem, in whole or in part, out of funds legally available therefor, the Series D Shares then outstanding, upon written notice provided to the holders of such shares, at a redemption price equal to the Series D Liquidation Amount per share. The redemption price for any shares of Series D Shares shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Company. In case of any redemption of part of the Series D Shares then outstanding, the shares to be redeemed shall be selected pro rata. Series D Shares that are redeemed, repurchased, or otherwise acquired by the Company shall revert to authorized but unissued shares of preferred stock of the Company. The Series D Shares will not be subject to any mandatory redemption, sinking fund, or other similar provisions. Holders of Series D Shares will have no right to require redemption or repurchase of any Series D Shares.

[Signature on following page.]

IN WITNESS WHEREOF, Florida Shores Bancorp, Inc. has caused these Articles of Amendment to the Articles of Incorporation to be signed by its President, this 19th day of September, 2013.



N. Dale Kaper
President
Florida Shores Bancorp, Inc.

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