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Aug. 27, 2007

Amend

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**AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
USAMERIBANCORP, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, **USAMERIBANCORP, INC.** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

**FIRST:** The name of the Corporation is: **USAMERIBANCORP, INC.**

**SECOND:** The following amendment to the Articles of Incorporation was adopted by the Corporation:

Article VI, in its entirety, of the Articles of Incorporation of the Corporation shall be and hereby is revoked, declared null and void and of no further effect and, in lieu thereof, the following article is adopted, approved and ratified:

**ARTICLE VI  
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue is Six Million (6,000,000) shares of common stock ("Common Stock") having a par value of \$0.01 per share.

**THIRD:** The foregoing amendment was approved and adopted by the shareholders of the corporation at a meeting held on August 15, 2007. The number of votes cast for the approval and adoption of the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed these Articles of Amendment this 15<sup>th</sup> day of August, 2007.

**USAMERIBANCORP, INC.**

By: \_\_\_\_\_

Thomas B. McMurtrey, III, President