

10/27/2011

1557 SHUMAKER LOOP &amp; KENDRICK

FAX 813 229-1660

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Division of Corporations

Page 1 of 1

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H11000258051 3

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

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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 Board of Directors of the Corporation:

Article IV of the Articles of Incorporation shall be amended as set forth below to change the total number of shares of common stock which the Corporation shall have the authority to issue to 12 Million (12,000,000). Article IV of the Articles of Incorporation shall be amended by deleting the first paragraph thereof in its entirety, and inserting the following paragraph in place thereof:

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 12.5 million (12,500,000) shares, consisting of (i) 12 Million (12,000,000) shares of common stock, \$0.01 value per share (the "Common Stock"), and (ii) Five Hundred Thousand (500,000) shares of preferred stock, \$0.01 value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

**THIRD:** Except as aforesaid, the remainder of the Articles of Incorporation and the Amendments thereto and Certificates of Designation filed thereunder shall remain in full force and effect and shall not be modified by this Amendment.

**FOURTH:** The foregoing amendment was approved and adopted by the Board of Directors at a meeting duly called and held on September 23, 2011, and by the written consent of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock on October 25, 2011. The number of shares voted for the approval and adoption of the amendment was sufficient for approval.

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H11000258051 3

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed these Articles of Amendment this 27th day of October, 2011.

USAMERIBANCORP, INC.

By: 

Thomas B. McMurrey, III, President

H11000258051 3