

PO7000005264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

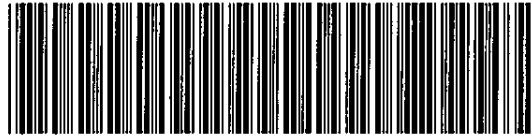
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

per Bruce Ricca in Banking,
approval letter for
"Florida Bank Group, Inc."
not needed for this name chg.
The Delquard affiliated corp.
already has name approval.
It will chg. its name to Delquard.



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05/02/07--01044--006 **32.50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
07 MAY 10 AM 11:03

5/13/07

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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JOHN P. GREELEY

May 1, 2007

Via Federal Express

Ms. Karon Beyer
Department of State, Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301

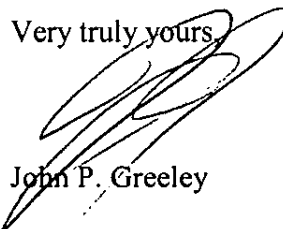
Re: FBG Holding Company

Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of FBG Holding Company ("FBG") to change its name to Florida Bank Group, Inc. There currently is an existing Florida Bank Group, Inc. (which is affiliated with FBG), and is a Delaware corporation. Also enclosed are two consents signed by Florida Bank Group, Inc. (Delaware) for FBG to change its name to Florida Bank Group, Inc. Please note that on May 2, 2007, Florida Bank Group, Inc. (Delaware) will be changing its name to FBG, Inc. Accordingly, from and after that date, the only corporation using the "Florida Bank Group, Inc." name in the state of Florida will be the former FBG Holding Company. We have also enclosed a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fees.

If you have any questions regarding the enclosed filing, 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: Robert Rothman w/o enclosure
Chairman and Chief Executive Officer
Florida Bank Group, Inc.
and
FBG Holding Company

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 10 AM 11:03

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FBG HOLDING COMPANY**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of FBG Holding Company are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE I

The name of the Corporation is Florida Bank Group, Inc.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 30, 2007 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

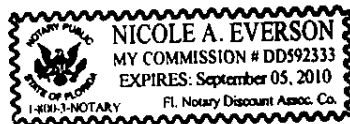
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officers as of this 30th day of April, 2007.

FBG HOLDING COMPANY

By: Robert Rothman
Robert Rothman
Chairman and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of April, 2007, by Robert Rothman, as Chairman and Chief Executive Officer of FBG Holding Company, on behalf of the Corporation.



Nicole A. Everson
Printed Name: Nicole A. Everson
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____

CONSENT TO USE OF CORPORATION NAME

Florida Bank Group, Inc., a Delaware corporation, hereby consents to the use by FBG Holding Company, a Florida corporation, of the name Florida Bank Group, Inc. for purposes of an Amendment to the Articles of Incorporation filed by FBG Holding Company to change its name to Florida Bank Group, Inc.

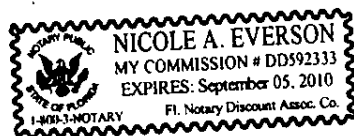
IN WITNESS WHEREOF, the undersigned has signed this Consent to Use of Corporation Name as of April 30, 2007.

FLORIDA BANK GROUP, INC., a Delaware corporation

By: Robert Rothman
Name: Robert Rothman
As Its: Chairman and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of April, 2007, by Robert Rothman as Chairman and Chief Executive Officer of Florida Bank Group, Inc., a Delaware corporation.



Nicole A. Everson
Printed Name: Nicole A Everson
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____