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**SMITH MACKINNON, PA**

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JOHN P. GREELEY

October 31, 2013

***Via Federal Express***

Department of State  
Attention: Brenda Tadlock  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

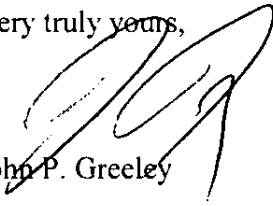
Re: Articles of Amendment to the Articles of Incorporation of Florida Bank Group, Inc.,  
Tampa, Florida

Dear Brenda:

Enclosed are three manually signed originals of an amendment to the Articles of Incorporation of Florida Bank Group, Inc., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee and the receipt of two certified copies

I would appreciate it if you would file the enclosed Articles of Amendment and return two certified copies to me. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Ms. Susan Martinez  
President and Chief Executive Officer  
Florida Bank Group, Inc.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA BANK GROUP, INC.  
PURSUANT TO SECTION 607.1006 FLORIDA STATUTES,**

FILED  
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CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

The Articles of Incorporation of Florida Bank Group, Inc. are hereby amended as follows:

FIRST: Section A of Article IV, of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and inserting the following in lieu thereof:

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 8,000,000 consisting of (i) 7,000,000 shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), and (ii) 1,000,000 shares of Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock", and together with the Class A Common Stock, the "Common Stock"). The relative powers, preferences, rights privileges, qualifications limitations and restrictions of the respective classes of Common Stock of the Corporation are set forth in this Article IV.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referenced 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 \$0.01 per share.

SECOND: On the date of the filing of these Articles of Amendment and without any action on the part of the holder thereof, (i) each holder of shares of Class A Common Stock issued and outstanding shall have such holder's shares of Class A Common Stock automatically reclassified and combined on the basis of one share of Class A Common Stock for each 100 shares of Class A Common Stock held by such holder, with any fractional share interest rounded up to the nearest whole share, and (ii) each holder of shares of Class B Common Stock issued and outstanding shall have such holder's shares of Class B Common Stock automatically reclassified and combined on the basis of one share of Class B Common Stock for each 100 shares of Class B Common Stock held by such holder, with any fractional share interest rounded up to the nearest whole share.

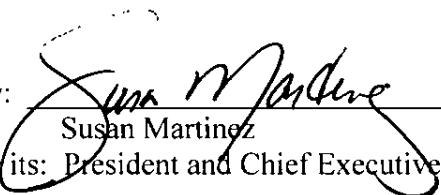
**CERTIFICATION**

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Florida Bank Group, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that (i) the foregoing Articles of Amendment were

duly adopted by the Board of Directors on October 24, 2013 without shareholder approval and continue in full force and effect as of the date of this Certificate without alteration or modification and that shareholder approval of the foregoing Articles of Amendment was not required, and (ii) the amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

**IN WITNESS WHEREOF**, the undersigned, as President and Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 30 day of October, 2013.

**FLORIDA BANK GROUP, INC.**

By:   
Susan Martinez  
As its: President and Chief Executive Officer