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SHUMAKER LOOP & KENDRICK

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P. 001/002

Division of Corporations

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PALM BANCORP, INC.**

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALM BANCORP, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Palm Bancorp, Inc. (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is: **Palm Bancorp, Inc.**


SECOND: The following amendment to the Articles of Incorporation has been adopted by Corporation:

Article IV, in its entirety, of the Articles of Incorporation of the Corporation 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:

The Corporation is authorized to issue 45,000,000 shares of common stock, \$.01 par value per share.

THIRD: The foregoing Amendment was approved and adopted by the shareholders of Corporation on April 21, 2010. The number of votes cast for the approval and adoption of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, the President and Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 1st day of June, 2010.


A. Chris Anderson, President and
Chief Executive Officer

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