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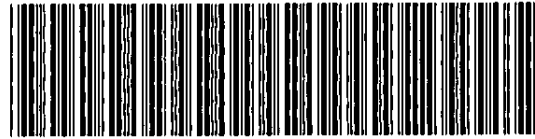
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TALLAHASSEE, FLORIDA

THE END  
DQ 8/22



J. Thomas Cardwell  
Commissioner

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### INTEROFFICE COMMUNICATION

DATE: **August 19, 2011**

TO: Karon <sup>Gibson</sup>~~Boyer~~, Department of State  
Division of Corporations – Bureau of Commercial Recordings

FROM: Jeffrey A. LeHeup, Financial Administrator  
Bureau of Bank Regulation, District II

SUBJECT: **Marquis Bank**  
**(Amending Articles of both banks to include preferred classes of stock)**

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Please file the attached Articles of Amendment to the Articles of Incorporation for the above-referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copies fee is attached.

- (1) One certified copy to: Jeffrey A. LeHeup  
Office of Financial Regulation  
Bureau of Bank Regulation, District II  
200 E. Gaines Street, Suite 614  
Tallahassee, FL 32399-0371
- (1) One certified copy to: Alison W. Miller  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, Suite 2200  
Miami, FL 33130

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MARQUIS BANK

FILED

11 AUG 19 PM 2:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of MARQUIS BANK, a Florida state bank (the "Bank"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendment is as follows:

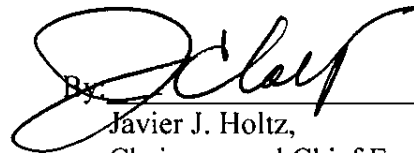
1. Article III is hereby amended by deleting the first two sentences thereof and replacing them with the following:

"The total number of shares authorized to be issued by the Bank shall be 5,500,000, consisting of 5,000,000 shares of common stock having a par value of \$5.00 per share and 500,000 shares of preferred stock having a par value of \$1.00 per share. Subject to the approval of the Office of Financial Regulation ("OFR"), the Board of Directors is authorized to divide the preferred stock into one or more classes, with each class separately designated so as to distinguish the shares thereof from the shares of all other classes. In such case, subject to the approval of the OFR, the Board of Directors is authorized, by adoption of supplementary sections or amendments to these Articles of Incorporation, to fix and determine the par value, relative rights, preferences and limitations of each class of preferred stock. Shares of each class of preferred stock shall have the same relative rights as, and be identical in all respects with, all other shares of the same class of preferred stock."

The undersigned hereby certifies that the foregoing amendment was duly adopted and approved by the Board of Directors of the Bank on March 17, 2011 and by the holders of the Bank's common stock on April 21, 2011, and that the number of votes cast for the amendment was sufficient for approval.

Dated effective as of April 21, 2011


MARQUIS BANK

By   
Javier J. Holtz,  
Chairman and Chief Executive  
Officer

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MARQUIS BANK**

Approved by the Florida Office of Financial Regulation this 19<sup>th</sup> day of August,  
2011.

Tallahassee, Florida

  
\_\_\_\_\_  
Linda B. Charity  
Director  
Division of Financial Institutions  
Florida Office of Financial Regulation