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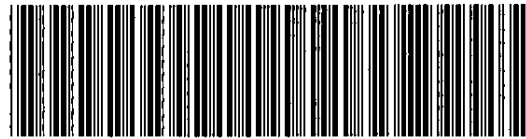
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMEND
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TOM GRADY
COMMISSIONER

101 East Gaines Street, Suite 636, Tallahassee, Florida 32399-0371

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December 22, 2011

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Subject: Article Amendment – ProBank

Dear Ms. Gibson:

Please file the enclosed amendment to the articles of incorporation of ProBank, Tallahassee, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copies to: Melanie Rowe
Igler & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Priscilla Bailey-Brown

Priscilla Bailey-Brown
Financial Administrator
Bureau of Bank Regulation

PBB:mek

Enclosures

FINANCIAL SERVICES COMMISSION

RICK SCOTT
GOVERNOR

PAM BONDI
ATTORNEY
GENERAL

JEFF ATWATER
CHIEF FINANCIAL
OFFICER

ADAM PUTNAM
COMMISSIONER OF
AGRICULTURE

**ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF PROBANK**

Pursuant to the provisions of Sections 607.0704, 607.1003, 607.1006, 655.043, and 658.23 *Florida Statutes*, ProBank (the "Bank") hereby adopts the following Article of Amendment to the Bank's Articles of Incorporation, dated June 15, 2007, as previously amended on April 18, 2011.

This amendment will replace Article III of the Articles of Incorporation in its entirety, and the full text of the new Article III will read as follows:


The total number of shares authorized to be issued by the Bank shall be 45,000,000. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

The remainder of the Articles of Incorporation shall remain unchanged.

In accordance with Section 607.1003, *Florida Statutes*, the foregoing Article of Amendment was proposed and approved by the Board of Directors of the Bank at a duly called meeting of the Board of Directors held on December 15, 2011, and subsequently adopted by the affirmative vote by Pro Financial Holdings, Inc., the sole shareholder of the Bank, through a Written Consent to Action dated December 15, 2011.

IN WITNESS WHEREOF, the undersigned officer of the Bank executed this Article of Amendment on this 15th day of December 2011.

PROBANK



Stephen R. Winn
Chairman of the Board

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TALLAHASSEE, FLORIDA

Article of Amendment to the Articles of Incorporation of ProBank approved by the Office of Financial Regulation this 22 day of December, 2011.

Tallahassee, Florida



Linda B. Charity, Director
Office of Financial Regulation