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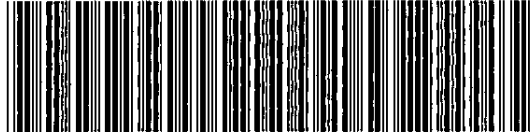
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
2/24



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

February 22, 2010

VIA INTEROFFICE MAIL

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

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of Incorporation of Progress Bank of Florida, Tampa, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

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

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

Sincerely,

William A. Lott
Senior Management Analyst II
Bureau of Bank Regulation

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2010 FEB 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF PROGRESS BANK OF FLORIDA**

Pursuant to the provisions of Sections 607.1002(7), 607.1006, and 658.23(6) *Florida Statutes*, Progress Bank of Florida (the "Bank") hereby adopts the following Article of Amendment to the Bank's Articles of Incorporation.

The proposed amendment will replace the first portion of Article III of the Articles of Incorporation with the following language:

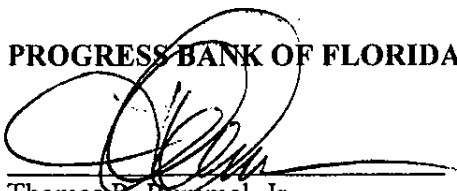
The total number of shares authorized to be issued by the corporation shall be 12,000,000. Such shares shall be divided into 10,000,000 shares of common stock, par value \$1.00 per share, and 2,000,000 shares of preferred stock, par value \$1.00 per share.

The remainder of Article III, beginning with "The corporation shall begin business," as well as the rest of the Articles of Incorporation, shall remain unchanged.

In accordance with Section 607.1002(7), *Florida Statutes*, the foregoing Article of Amendment did not require shareholder approval, and thus was proposed and approved by the Board of Directors of the Bank at a duly called meeting of the Board of Directors, held on February 8, 2010.

IN WITNESS WHEREOF, the undersigned officer of the Bank executed this Article of Amendment on this 19th day of February, 2010.

PROGRESS BANK OF FLORIDA


Thomas R. Rummel, Jr.
Chief Executive Officer and President

Article of Amendment to the Articles of Incorporation of Progress Bank of Florida approved by the Office of Financial Regulation this 19th day of February, 2010.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 FEB 24 PM 3:45

FILED