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May 16, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: The Prosperity Banking Company - Articles of Amendment

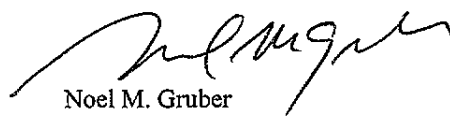
Ladies and Gentlemen:

On behalf of The Prosperity Banking Company, a Florida corporation (the "Company"), we hereby enclose for filing Articles of Amendment to the Articles of Incorporation of the Company, and one copy of said articles.

Also enclosed is a check, payable to the Florida Department of State, in the amount of forty three dollars and seventy five cents (\$43.75) in payment of the fee for this filing and the cost of one certified copy of this filing.

Please send evidence of the acceptance of this filing to the attention of the undersigned as soon as it is available. If you have any questions regarding this filing, please contact the undersigned at 301.229.3400, extension 18. Thank you for your prompt attention to this matter.

Very truly yours,


Noel M. Gruber

Enclosures
NMG/hs

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Amend.

V. SHEPARD MAY 23 2001

FILED STATE
DIVISION OF CORPORATIONS
01 MAY 17 AM 11:25

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

THE PROSPERITY BANKING COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 17 AM 11:25

In accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act, as amended, and in connection with the determination and designation of the Series B Preferred Stock of The Prosperity Banking Company (the "Company"), the Company does hereby deliver to the Department of State for filing these Articles of Amendment to the Articles of Incorporation of the Company, which shall be effective upon filing, without action by the shareholders of the Company.

FIRST: The name of the Company is "The Prosperity Banking Company."

SECOND: The text of the amendment determining the terms of the Series B Preferred Stock is as follows:

Article IV of the Articles of Incorporation of the Company is hereby amended to include at the end thereof a new section defining and determining the terms of a new series of preferred stock, reading as follows:

"Series B Preferred Stock. (a) *Designation.* The series of preferred stock shall be designated and known as "Series B Preferred Stock."

(b) *Number of Shares.* The Series B Preferred Stock shall consist of up to forty thousand (40,000) shares of the authorized preferred stock, \$0.01 par value, of the corporation.

(c) *Ranking.* The Series B Preferred Stock shall rank on a parity with the Series A Preferred Stock, and any class of series of stock hereafter created ranking on a parity therewith.

(d) *Dividends and Distributions.* Subject to the prior or superior rights of the holders of any shares of any series of preferred stock ranking prior or superior to the Series B Preferred Stock with respect to dividends, whether now existing or hereafter created, the holders of shares of Series B Preferred Stock shall be entitled to receive prior to payment of any cash dividends on any class of Common Stock or other class of stock junior to the Series B Preferred Stock during the quarter to which such dividend relates, out of funds legally available therefore, non-cumulative dividends payable on the fifteenth day of January, April, July and October of each year (each a "Dividend Payment Date") commencing on the first Dividend Payment Date after the issuance of any shares of Series B Preferred Stock until and including April 15, 2008, in an amount per share equal to nine percent (9%) of the Original Liquidation Amount of the Series B Preferred Stock (as hereinafter defined) divided by four (4), which such amount shall thereafter increase with respect to each

subsequent Dividend Payment Date to an amount equal to one fourth of the annual dividend rate as a percentage of the Original Liquidation Amount of the Series B Preferred Stock as set forth below:

<u>Dividend Payment Dates</u> <u>Commencing</u>	<u>Dividend Payment Dates</u> <u>Ending</u>	<u>Annual Dividend Rate</u> <u>As a Percentage of Original Liquidation Amount</u>
June 15, 2008	April 15, 2009	10%
June 15, 2009	April 15, 2010	11%
June 15, 2010	Until called	12%

Dividends shall be declared and paid in respect of each Dividend Payment Date unless the corporation determines, in consultation with counsel to the corporation, that the corporation may not pay the dividend with respect to any Dividend Payment Date for legal or regulatory reasons. For purposes hereof the "Original Liquidation Amount of the Series B Preferred Stock" shall be fifty dollars (\$50) per share of Series B Preferred Stock. In the event that the corporation shall at any time declare and pay or effect in respect of the Series B Preferred Stock any stock split, (whether or not in the form of a stock dividend), reverse stock split, or other reclassification or combination of the Series B Preferred Stock or other transaction (including a merger, consolidation or share exchange) which has the effect of increasing or decreasing the number of shares of Series B Preferred Stock, then the Original Liquidation Amount of the Series B Preferred Stock shall be deemed to have been proportionately adjusted to reflect such transaction or event. In the event that any share of Series B Preferred Stock is outstanding for only a part of the quarterly period preceding any Dividend Payment Date, then the dividend payable with respect to such share shall be prorated for the period such share was outstanding during such period. Dividends declared and paid in an amount less than the total amount payable on all outstanding shares of Series B Preferred Stock and any class or series of stock ranking on a parity with the Series B Preferred Stock shall be allocated pro rata among the shares of Series B Preferred Stock and the shares of any other class or series of stock ranking on a parity with the Series B Preferred Stock outstanding, so that the ratio of dividends declared and paid per share on the Series B Preferred Stock to the amount of dividends not declared and paid for such period is the same as the ratio of dividends declared and paid to dividends not declared and paid during such period on any other class or series of stock ranking on a parity with the Series B Preferred Stock.

(e) *Voting Rights.* Except as may be expressly required by the laws of general applicability of the State of Florida, the holders of the Series B Preferred Stock shall not be entitled to vote on any matter submitted for the vote of stockholders, including but not limited to the election of directors.

(f) *Redemption.* Shares of the Series B Preferred Stock may be redeemed, in whole or in part, at the option and in the sole discretion only of the corporation, at any time or from time to time on or after June 15, 2008, without notice, at a redemption price (the "Redemption Price") equal to the Original Liquidation Amount of the Series B Preferred Stock, as adjusted in accordance with the provisions of (d) above *provided, however*, that any such redemption shall be subject to the receipt by the corporation of the prior approval of the Federal Reserve Board. At the time of such redemption as specified in the resolution of the Board of Directors authorizing such redemption, all rights of the holders of the Series B Preferred Stock redeemed shall terminate, except for the right to receive the Redemption Price. Notwithstanding anything to the contrary contained herein,

nothing contained herein shall restrict or diminish the ability or power of the corporation to redeem any or all of the shares of the Series A Preferred Stock at any time in accordance with the provisions of this Article IV, whether or not any dividend on the Series B Preferred Stock on any Dividend Payment Date has been paid.

(g) *Conversion.* The Series B Preferred Stock shall not be convertible into or otherwise exchangeable for shares of any other class of stock or securities of the corporation.

(h) *Liquidation, Dissolution or Winding Up.* Subject to the prior or superior rights of the holders of any series of preferred stock ranking prior or superior to the Series B Preferred Stock with respect to liquidation, whether now existing or hereafter created, upon any liquidation, dissolution or winding up of the corporation, the holders of the Series B Preferred Stock shall be entitled to receive, prior to the payment of any amounts in liquidation, dissolution or winding up in respect of any Common Stock or other class of stock junior to the Series B Preferred Stock, but after the payment or provision for all amounts due to creditors of the corporation, an amount per share equal to the Original Liquidation Amount of the Series B Preferred Stock as adjusted in accordance with the provisions of (d) above. Following receipt of such amount, the holders of the Series B Preferred Stock shall have no right to receive any other amounts in connection with the liquidation, dissolution or winding up of the corporation. In the event that upon any liquidation, dissolution or winding up of the corporation, the assets of the corporation are insufficient to pay in full the liquidation preference of the outstanding shares of Series B Preferred Stock and the liquidation preferences of any class or series of stock ranking on a parity with the Series B Preferred Stock, then the aggregate amount available for distribution in respect of the liquidation preferences of the Series B Common Stock and of any class or series of stock ranking on a parity with the Series B Preferred Stock shall be distributed so that the same percentage of the liquidation preference is paid in respect of the Series B Preferred Stock as is paid in respect of the liquidation preference on any class or series of stock ranking on a parity with the series B Preferred Stock.

(i) *Preemptive Rights.* The holders of the Series B Preferred Stock shall not have any preemptive or preferential right to acquire any shares of any class of capital stock of the corporation, whether now or hereafter authorized, except as the Board of Directors may specifically provide.

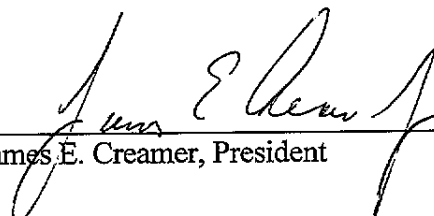
(j) *Relationship to Redemption of Class A Common Stock.* Notwithstanding anything to the contrary contained herein, nothing contained herein shall restrict or diminish the ability or power of the corporation to repurchase any or all of the shares of the Class A Common Stock at any time in accordance with the provisions of this Article IV, whether or not any dividend on the Series B Preferred Stock on any Dividend Payment Date has been paid.

THIRD: The foregoing amendment was adopted by the Board of Directors of the Company on May 9, 2001.

[Remainder of page intentionally blank]

FOURTH: The foregoing amendment was duly adopted by the Board of Directors in accordance with the provisions of the Florida Business Corporation Act.


IN WITNESS WHEREOF, the undersigned, duly authorized, has executed these Articles of Amendment, this 11 day of May, 2001.


James E. Creamer, President

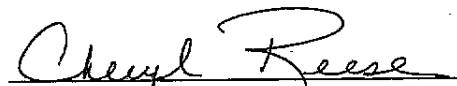
STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me on this day personally appeared James E. Creamer, known to me to be President of The Prosperity Banking Company, who being by me first duly sworn, did acknowledge that he had executed the foregoing instrument in his capacity as such as the act and deed of The Prosperity Banking Company, and that it was true, correct and complete.

WITNESS MY HAND AND SEAL this 11th day of May, 2001.

 Cheryl Reese
My Commission CC751706
Expires June 16, 2002

[Seal]


Notary Public, State of Florida

My Commission Expires 6-16-2002