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JOHN P. GREELEY

FILED
01 APR 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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April 16, 2001

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

100004015421--2
-04/18/01--01048--001
*****43.75 *****43.75

Re: First Bankshares, Inc.

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$43.75 (\$35.00 for filing fee and \$8.75 for one certified copy of the Articles of Amendment to the Restated Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Restated Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

*Amend
4-26-01
JPG*

Very truly yours,

John P. Greeley

JPG:erw
Enclosures

ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
FIRST BANKSHARES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation ("Restated Articles") of FIRST BANKSHARES, INC. are hereby amended as follows (which amendment was approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval):

FIRST: Subsection A(1) of Article IV of the Restated Articles is hereby amended by deleting the text of said provision in its entirety and substituting the following provision in lieu thereof:

(1) Common Stock. The Corporation shall have authority to issue 15,000,000 shares of common stock with a par value of \$0.01 per share (referred to in these Restated Articles of Incorporation as "Common Stock").

SECOND: The foregoing amendments were adopted by the holders of outstanding shares of common stock and Series B Preferred Stock, being the sole voting groups entitled to vote on the amendment on April 2, 2001 and the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 4th day of April, 2001.

FIRST BANKSHARES, INC.


By: Charles W. Hall
Charles W. Hall
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 4th day of April, 2001, by CHARLES W. HALL, as President and Chief Executive Officer of FIRST BANKSHARES, INC.


Printed Name: KATHY L MARTIN
Notary Public, State of Florida

Personally Known or Produced Identification
Type of Identification Produced _____

 Kathy L Martin
My Commission CC802889
Expires February 12, 2003