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Account Name : CORPORATION SERVICE COMPANY /SAL
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BASIC AMENDMENT

FIRST SOUTHERN BANCORP, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FIRST SOUTHERN BANCORP, INC.**

(Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Peter S. Mottek, being the President of **FIRST SOUTHERN BANCORP, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on April 4, 1995, and previously amended on January 23, 1996, DOES HEREBY CERTIFY that:

1. The name of this Corporation is **FIRST SOUTHERN BANCORP, INC.**
2. Article VII is hereby added to the Corporation's Articles of Incorporation, to read as follows:

ARTICLE VII - REMOVAL OF DIRECTORS

During their terms of office, directors of the Corporation may be removed only for "Cause." For the purposes of this Article, the term "Cause" shall mean only (i) a material action or omission of a director that constitutes either gross negligence or willful misconduct in the performance of his or her duties as a director or (ii) a conviction of a felony or any crime punishable by imprisonment in excess of one (1) year or that involves dishonesty or a false statement regardless of the punishment.

3. Article VIII is hereby added to the Corporation's Articles of Incorporation, to read as follows:

ARTICLE VIII - ACTION BY SHAREHOLDERS

Action required or permitted to be taken by the shareholders of the Corporation may be taken only by vote at a duly noticed annual or special meeting of the shareholders.

4. Article IX is hereby added to the Corporation's Articles of Incorporation, to read as follows:

ARTICLE IX - CALL OF SPECIAL MEETINGS

Special meetings of the shareholders shall be held if called by the Board of Directors of the Corporation or its President or if the holders of not less than Fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary

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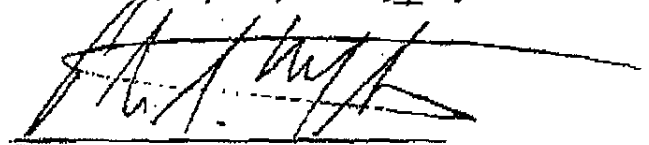
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of the Corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

5. These amendments to the Articles of Incorporation were duly recommended by the Board of Directors of the Corporation to its shareholders and adopted by the shareholders as of April 25, 2003, pursuant to Section 607.1003 of the Florida Business Corporation Act. The number of shareholder votes cast was sufficient for approval of these amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of FIRST SOUTHERN BANCORP, INC., as of this 21 day of March, 2004.




PETER S. MOTTEK
President

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STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of March, 2004, by Peter S. Mottak as President of FIRST SOUTHERN BANCORP, INC., who is either personally known to me or who produced _____ as identification.


Printed/Typed Name: _____
Notary Public, State of FL
Commission: 8/8/2005



Patricia A. Simpson
Commission # 00065531
Expires August 8, 2005
Booked 1100
Atlantic Bonding Co., Inc.

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