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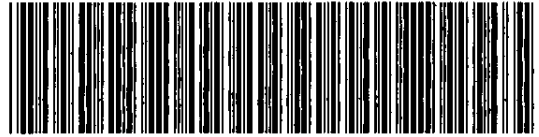
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Rebecca B. Stokes
1/14

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

January 12, 2009

Via Federal Express

Florida Secretary of State
Attention: Karon Beyer
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: First Southern Bancorp, Inc.

Dear Karon:

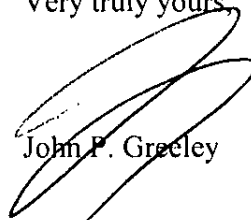
Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$52.50 for the filing fee and two certified copies of the Restated Articles of Incorporation; and
3. Two photocopies of the executed Restated Articles of Incorporation.

Please file the enclosed documents and return to us two certified copies of the Restated Articles of Incorporation. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosures
Copy to:

Donald Kafka., COO/CFO
First Southern Bancorp, Inc.

**RESTATED
ARTICLES OF INCORPORATION
OF
FIRST SOUTHERN BANCORP, INC.**

First Southern Bancorp, Inc., whose Articles of Incorporation were initially filed with the Florida Department of State on April 4, 1995, does hereby file the following Restated Articles of Incorporation pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is First Southern Bancorp, Inc.

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing April 4, 1995.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$6.00 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with no par value.

B. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated

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and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

D. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Directors

The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than five. The Board of Directors of this Corporation shall be divided into three classes as equal in number as may be feasible, with the term of office of one class expiring each year and with the term of office of those of the first class to expire at the annual meeting of shareholders in 2007, of the second class to expire at the annual meeting of shareholders in 2008, and of the third class to expire at the annual meeting of shareholders in 2009. At each annual meeting of shareholders, successors to the Directors whose terms shall then expire shall be elected to hold office for terms expiring at the third succeeding annual meeting. Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, it shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, and each additional Director shall hold office until the end of the term he or she is elected to fill and until his or her successor shall have been elected and qualified in the class to which such Director is assigned. Directors shall continue in office until the end of their respective term and until his or her successor is elected and qualifies or until there is a decrease in the number of Directors. When the number of Directors is changed, any newly created directorships or any decrease in directorships shall be so assigned among the classes by a majority of the Directors then in office, though less than a quorum, as to make all classes as equal in number as may be feasible. No decrease in the number of Directors shall shorten the term of an incumbent Director.

ARTICLE VI

Removal of Directors

During their terms of office, directors of the Corporation may be removed only for "Cause." For 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.

ARTICLE VII

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.

ARTICLE VIII

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 Fifty percent (50%) of all of 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 of the Corporation, one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IX

Amendment of Restated Articles

These Restated Articles of Incorporation may be amended in the manner from time to time prescribed by law.

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

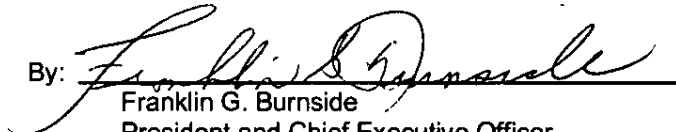
CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the holders of outstanding shares of common stock, being the sole voting group entitled to vote thereon, on January 8, 2009 and the number of votes cast for the Restated Articles of Incorporation by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 8th day of January, 2009.

FIRST SOUTHERN BANCORP, INC.

By: _____


Franklin G. Burnside
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of January, 2009, by Franklin G. Burnside as President and Chief Executive Officer for First Southern Bancorp, Inc.


Printed Name: CONNIE E. SCARLOTT

Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

