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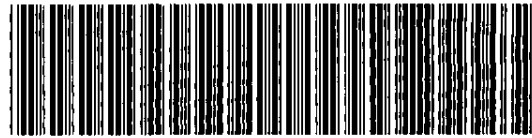
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2010 NOV 29 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

TB

DEC - 1 2010

November 19, 2010

26354-1

Division of Corporations  
Florida Department of State  
Corporate Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: File Articles of Amendment to Amended and Restated Articles of Incorporation  
of First Southern Bancorp, Inc.

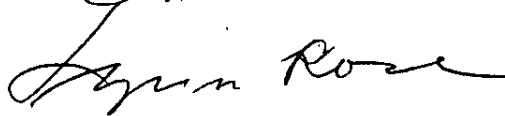
Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Amendment to the Amended and Restated Articles of Incorporation of First Southern Bancorp, Inc. which I ask that you file in the corporations records of your office. Please return one certified copy as evidence of the filing.

Our check in the amount of \$43.75 is enclosed to cover the filing costs.

Thank you in advance for your assistance with this matter. Please feel free to call me at (504) 566-1311 ext. 1434 should you have any questions.

Sincerely,



Lynn Rose  
Paralegal to Mark A. Fullmer

LR  
Enclosure  
cc: Mark A. Fullmer

**ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FIRST SOUTHERN BANCORP, INC.**

**FILED**  
2010 NOV 29 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1002 of the Florida Business Corporation Act)

First Southern Bancorp, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), hereby certifies that, in accordance with the provisions of Section 607.1002 of the Florida Business Corporation Act, which does not require shareholder action, the Board of Directors of the Corporation (the "Board of Directors") has duly adopted the following resolutions, at a meeting duly called and held on November 24, 2010:

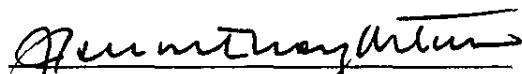
**RESOLVED**, that Article IV, Section A(1), of the Corporation's Amended and Restated Articles of Incorporation, as amended, is hereby amended in inserting the following sentence at the end of Section A(1) of Article IV:

Any shares of Common Stock that the Corporation acquires shall belong to the Corporation and shall constitute treasury shares (as defined in the Florida Business Corporation Act) until disposed of, canceled or restored to the status of authorized but unissued shares of Common Stock by the Corporation.

**RESOLVED**, that all actions taken by the officers and directors of the Corporation or any of them in connection with the foregoing through the date hereof be, and hereby are, ratified and approved.

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to be signed by J. Herbert Boydstun, Jr., its President and Chief Executive Officer, on the 24 day of November, 2010.

FIRST SOUTHERN BANCORP, INC.

By:   
Name: J. Herbert Boydstun, Jr.  
Title: President and Chief Executive Officer