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Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

DATE: March 27, 1997

TO: Louise Flemming-Jackson, Division of Corporations

FROM: *B*/Bill Lott, Division of Banking

SUBJECT: Article Amendment - Peoples Bank #1030
Palm Harbor, Florida

700002129107--8
-03/31/97--01147--020
****192.50 ****192.50

Please file the enclosed amendment to the Articles of Incorporation of Peoples Bank, Palm Harbor, Florida, as soon as possible.

Please make the following distribution of the certified copies:

(1) Return one (1) copy to: Bureau of Financial Institutions, District I
Division of Banking
Fletcher Building, Suite 636
101 East Gaines Street
Tallahassee, Florida 32399-0350

(2) Mail one (1) copy to: Mr. Wayne B. Bard
Senior Vice President
Peoples Bank
Post Office Box 10
Palm Harbor, Florida 34682-0010

(3) Mail one (1) copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

FILED
97 MAR 27 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
WFS 3-28-97
FILING 35.00
R. AGENT _____
CERT. COPY 157.50
CUS _____
OVERPAYMENT _____
TOTAL 192.50

Also enclosed is a check for \$192.50 representing the filing and certified copy fees. The check is made payable to the Division of Banking, but has been endorsed to the Secretary of State. If you have any questions, please contact me at (904) 488-9570.

Enclosures

FILED

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ARTICLES OF AMENDMENT
OF
PEOPLES BANK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation (the "Corporation"), in accordance with the Florida General Corporation Act and its Articles of Incorporation, hereby adopts the following Articles of Amendment:

1. Corporation Name: The name of the Corporation is : Peoples Bank.
2. Amendments:
 - A. The text of Article III is deleted in its entirety and the following language substituted therefor:

ARTICLE III

The total number of authorized shares to be issued by the corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

3. Adoption: This Amendment was recommended to the holders of common stock (only class authorized and outstanding) by resolution of the board of directors adopted December 19, 1996, and was presented at its annual meeting of stockholders held on March 20, 1997, notice thereof having been given pursuant to section 607.0705 of the Florida Statutes. The resolution was adopted by a majority of the votes entitled to be cast, a quorum being present and such majority being sufficient for approval pursuant to the By-Laws of the corporation.
4. Effective Date: This Amendment shall become effective upon filing with the Florida Secretary of State.

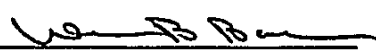
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 21st day of March, 1997.

PEOPLES BANK

By: 

David W. Dunbar
Chairman/Chief Executive Officer

ATTEST:


Wayne B. Bard, Secretary

Approved by the Department of Banking and Finance this 27th day
of March, 1997.


Comptroller of Florida