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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002150203--1

-04/22/97--01026--0003

*****15.00 *****15.00

FILED
91 APR 18 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Emerald Coast Holdings, Inc. Changed to:

Emerald Coast Bancshares, Inc.

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*****1.25 *****1.25

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| | | <input checked="" type="checkbox"/> CUS G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 20, 1996

Lynn M. Sumlin
Powell, Goldstein, Frazer & Murphy
Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, GA 30303

Dear Ms. Sumlin:

Re: "Emerald Coast Bancshares, Inc."

Reference is made to Judy Graham's letter of November 19 and your letter/fax dated October 29 requesting approval of the above-referenced corporate name which will be a bank holding company of Emerald Coast Bank, Panama City, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
EMERALD COAST HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.

The name of the Corporation is Emerald Coast Holdings, Inc., and its registered office is located in Panama City Beach, Florida.

2.

The Corporation hereby amends Article I of its Articles of Incorporation (the "Articles") by deleting Article I in its entirety and inserting in lieu thereof a new Article I as follows:

"The name of the Corporation is EMERALD COAST BANCSHARES, INC."

3.

The amendment to Article I was approved by the Board of Directors and the Sole Shareholder as of April 16, 1997 in accordance with the provisions of Code Section 607.1003. The number of shares cast by the Sole Shareholder was sufficient for approval of the Amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by its duly authorized officers, this 17th day of April, 1997.

EMERALD COAST HOLDINGS, INC.

By: D. Terry DuBose
D. Terry DuBose
Chief Executive Officer

ATTEST:

Pasty Madden
Pasty Madden
Secretary

[CORPORATE SEAL]
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