

LAW OFFICES OF BARRY R. GAINSBURG

ONE CLEAR LAKE CENTRE
SUITE 600
250 SOUTH AUSTRALIAN AVENUE
WEST PALM BEACH, FLORIDA 33401

ADMITTED IN
FLORIDA & NEW YORK

P96000084221

TELEPHONE
(561) 655-5885
TELEFAX
(561) 655-5496

March 31, 1997

Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Ms. Karon Beyer

600002134436--5
-04/04/97--01130--003
*****96.25 *****96.25

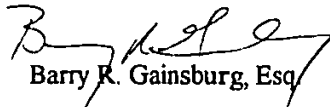
Re: First Foundation Bancshares, Inc. Name Change to III Bancshares, Inc.

Dear Ms. Beyer,

Enclosed herewith please find the original and a copy of the Articles of Amendment to Articles of Incorporation of First Foundation Bancshares, Inc. which changes its name to "III Bancshares, Inc.", along with an approval letter from the Department of Banking and Finance, as well as the \$96.25 filing fee for a certified copy and a certificate of status.

Please return a copy of the certificates to my business address as printed above. Thank you for all of your help and cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.

BRG/ps

Encl.

EFFECTIVE DATE

4-15-97

Name Change

LFT

4-4-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -3 AM 9:16

FILED



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
97 APR -3 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 27, 1997

Barry R. Gainsburg, Esq.
Law Offices of Barry R. Gainsburg
One Clear Lake Centre
Suite 600
250 South Australian Avenue
West Palm Beach, Florida 33401

Dear Mr. Gainsburg:

Re: "Ill Bancshares, Inc."

Reference is made to your letter/fax dated March 26, requesting approval of the above-referenced corporate name which will be a bank holding company of Ill Bank, N.A., North Palm Beach (upon the merger of Enterprise National Bank of Palm Beach), 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,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
The Fletcher Building-Sixth Floor
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

EFFECTIVE DATE

4-15-97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRST FOUNDATION BANCSHARES, INC.

FILED
97 APR -3 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment adopted:

Article I -Name of the corporation which is currently filed with the Division of Corporations as First Foundation Bancshares, Inc., shall now be known as and the name of the corporation shall be III Bancshares, Inc.

SECOND: The date this amendment is adopted and henceforth effective is April 15, 1997.

THIRD: Adoption of Amendment:

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 26th day of March, 1997.

Signature



William M. Decker
Chairman