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July 28, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/31/00--01035--016
*****43.75 *****43.75

RE: Riverside Gulf Coast Banking Company - Articles of Amendment

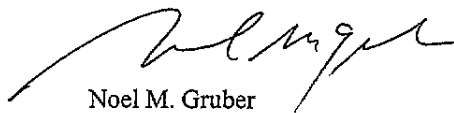
Ladies and Gentlemen:

On behalf of Riverside Gulf Coast Banking Company, a Florida corporation (the "Company"), we hereby enclose for filing Articles of Amendment to the Articles of Incorporation of the Company, and one copy of said articles.

Also enclosed is a check, payable to the Florida Department of State, in the amount of forty three dollars and seventy five cents (\$43.75) in payment of the fee for this filing and the cost of one certified copy of this filing.

Please send evidence of the acceptance of this filing to the attention of the undersigned as soon as it is available. If you have any questions regarding this filing, please contact the undersigned at 301.229.3400, extension 18. Thank you for your prompt attention to this matter.

Very truly yours,



Noel M. Gruber

Enclosures
NMG/hs

FILED
00 JUL 31 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS AUG 1 2000

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
RIVERSIDE GULF COAST BANKING COMPANY

00 JUL 31 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned duly appointed and currently serving officers of Riverside Gulf Coast Banking Company, a corporation organized under the laws of the State of Florida (the "Company"), do hereby certify that the Board of Directors of the Company approved and recommended to the shareholders of the Company an amendment to the Articles of Incorporation of the Company as set forth herein, and that thereafter, at a meeting duly called and held pursuant to notice on April 13, 2000, the holders of a majority of the votes entitled to be cast by each voting group entitled to vote, adopted and approved a resolution amending the Articles of Incorporation of the Company as follows:

Article IV of the of the Articles of Incorporation is amended and restated to read in its entirety as follows:

"The aggregate number of all classes of stock which the corporation shall have authority to issue shall be five million shares (5,000,000), consisting of two million (2,000,000) shares of Class A common stock, par value \$.01 per share, one million (1,000,000) shares of Class B common stock, par value \$.01 per share, one million (1,000,000) shares of Class C common stock, par value \$.01 per share, and one million (1,000,000) shares of preferred stock, par value \$.01 per share.

Except as expressly set forth herein, the shares of authorized common stock of every class whatsoever shall be identical and shall have equal rights and privileges. The Class A common stock shall be entitled to cast one vote per share in respect of all matters submitted to a vote of the shareholders. The Class B common stock shall be entitled to cast 10 votes per share in respect of all matters submitted to the vote of shareholders. The Class A and Class B common stock shall vote together as a single class on all matters submitted to the vote of shareholders, except as otherwise provided by law. The Class C common stock shall not be entitled to vote in respect of any matter submitted to the vote of shareholders, except as expressly required by law.

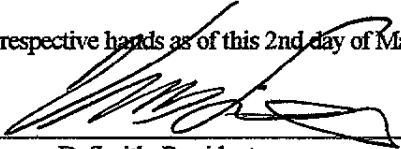
Each share of Class A common stock outstanding on the tenth anniversary of the first issuance of shares of Class A common stock shall, on and as of the tenth anniversary of the first issuance of shares of Class A common stock, be converted into one share of Class B common stock.

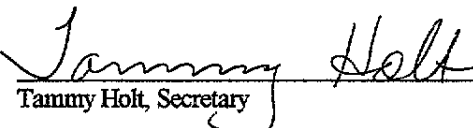
Except as expressly set forth herein, the shares of authorized common stock of every class whatsoever shall be identical and shall have equal rights and privileges.

The Board of Directors, by action of a majority of the full Board of Directors shall have the authority to issue the shares of preferred stock from time to time on such terms as it may determine, and to divide the preferred stock into one or more classes or series, and, in connection with the creation of such classes or series to fix by resolution or resolutions the designations, voting powers, preferences, participation, redemption, sinking fund, conversion, dividend, and other optional or special rights of such classes or series, and the qualifications, limitations or restrictions thereof.

The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of any class of capital stock of the corporation, whether now or hereafter authorized, except as the Board of Directors may specifically provide."

IN WITNESS WHEREOF, the undersigned have set their respective hands as of this 2nd day of May 2000.


Vernon D. Smith, President


Tammy Holt, Secretary

State of Florida
County of Lee

The foregoing instrument was acknowledged before me this 2nd day of May, 2000, by Vernon Smith, President, and Tammy Holt, Secretary of Riverside Gulf Coast Banking Company, a Florida corporation, on behalf of the corporation.


Notary Public LINDA L. SIMPSON
State of Florida at Large

My Commission Expires:



LINDA L. SIMPSON
Comm. No. CC 676943
My Comm. Exp. Sept. 27, 2001
Bonded thru Pichard Ins. Agcy.