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January 26, 1998

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VIA FEDERAL EXPRESS

Ms. Louise Fleming Jackson
Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment of Florida Bank Holdings, Inc.

Dear Ms. Jackson:

Please find enclosed the following documents with respect Florida Bank Holdings, Inc.:

- (i) the executed Articles of Amendment for Florida Bank Holdings, Inc. changing its corporate name to "Florida Banks, Inc.," and
- (ii) a check in the amount of \$35.00 in payment of the filing fee.

The new corporate name received approval from the Florida Department of Banking and Finance on January 23, 1998. We would appreciate your returning the enclosed acknowledgement copy of this letter with the date of filing affixed thereto in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter and, if you have any questions regarding the enclosed, please do not hesitate to call me at 404/815-3782.

Very truly yours,

SMITH, GAMBRELL & RUSSELL, LLP

David W. Ghegan

David W. Ghegan

DWG:dwg[119384]

Enclosures

cc: Nancy LaFoy (w/encl.)
Robert C. Schwartz, Esq.

1/28/98
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

January 23, 1998

David W. Ghegan
Smith, Gambrell & Russell, LLP
Attorneys at Law
Suite 3100, Promenade II
1230 Peachtree Street, NE
Atlanta, Georgia 30309-3592

Dear Mr. Ghegan:

Re: "Florida Banks, Inc."

W98-4924

Reference is made to your letter/fax dated January 21, requesting approval of the above-referenced corporate name which will serve as a proposed holding company for a financial institution which is located in Tampa, 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", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 11:59

**ARTICLES OF AMENDMENT
OF
FLORIDA BANK HOLDINGS, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

I.

The name of the Corporation is Florida Bank Holdings, Inc.

II.

The Articles of Incorporation of this Corporation are amended by changing the Article numbered "FIRST" so that, as amended, said Article shall read as follows:

"FIRST: . . . The corporate name that satisfies the requirements of Section 607.0401 is Florida Banks, Inc."

III.

Prior to the issuance of shares, the amendment set forth above was adopted by the Board of Directors of the Corporation. Pursuant to Section 607.1005 of the Florida Business Corporation Act, no shareholder vote is required for such adoption and approval.

IV.

The amendment to the Articles of Incorporation of the Corporation set forth above was adopted by the Board of Directors of the Corporation on the 21st day of January, 1998.

Signed this 26th day of January, 1998

FLORIDA BANK HOLDINGS, INC.

By: Nancy E. LaFoy
Nancy E. LaFoy
Secretary, Treasurer and Director