## P97000899093 ATTORNEYS AT LAW

TELEPHONE (404) 815-3500 FACSIMILE (404) 815-3509 SUITE 3100, PROMENADE 11
1230 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309-3592

WEBSITE www.sgratl.com

DAVID W. GHEGAN (404) 8 | 5-3782 E-MAIL:dghegan@sgratl.com ESTABLISHED 1893

January 26, 1998

500002416795--4 -01/30/98--01010--009 \*\*\*\*\*\*35.00 \*\*\*\*\*\*35.00

## 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 doucments 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

DWG:dwg[119384] Enclosures

cc:

Nancy LaFoy (w/encl.)

Robert C. Schwartz, Esq.

1/28/98

FILDIG 35

R. AGENT
CERT. COPY
CUS

OVERPAYMENT\_\_

TOTAL\_\_\_25\_\_\_

CORapho



## 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." v

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.

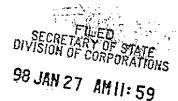
As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division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

Sincerely,

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



## 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.

Π.

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."

Ш.

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 26 day of January, 1998

FLORIDA BANK HOLDINGS, INC.

Nancy E LaFov

Secretary, Treasurer and Director