



KARL BECKMEYER
General Counsel

Your Community Bank

October 18, 2001

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-10/23/01--01079--002
*****35.00 *****35.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 23 PM 12:45

RE: TIB Software & Services, Inc.
Amendment to Articles of Incorporation

Gentlemen:

Enclosed please find an Articles of Amendment to Articles of Incorporation for TIB Software & Services, Inc., together with a check in the amount of \$35. Please file the enclosed Articles of Amendment at your earliest opportunity. Thank you.

Very truly yours,

KARL BECKMEYER, P. A.

By: Karl Beckmeyer

KB/db
Enclosure

Amend.

V SHEPARD OCT 29 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
TO CHANGE THE BUSINESS PURPOSE OF
TIB SOFTWARE & SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 23 PM 12:45

The Second Article of the articles of incorporation of TIB SOFTWARE & SERVICES, INC. was amended by the corporation's board of directors on Oct 9, 2001. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1001.

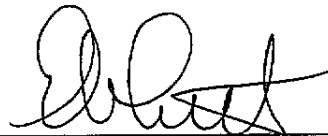
1. Prior to the adoption of these articles of amendment to the Articles of Incorporation, the business purpose of the corporation was recorded as an insurance agency and to engage in the sale of investment securities.

2. The Second Article of the articles of incorporation of **TIB SOFTWARE & SERVICES, INC.** was amended as follows:

"**SECOND:** This corporation is formed to act as a company to provide computer services and software. This corporation may engage in any other activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name."

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on Oct. 9, 2001 and was approved by the shareholders of the corporation by a vote cast in favor of approval by one hundred percent of the shares entitled to vote.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on Oct. 9, 2001.



Edward V. Lett, Director

**STATEMENT OF CONSENT TO ACTION BY SHAREHOLDERS OF TIB
SOFTWARE & SERVICES, INC.**

The undersigned, holding 100% of the shares of capital stock of **TIB Software & Services, Inc.**, a Florida corporation, under F.S. 607.0704, do consent to and take the following action instead of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

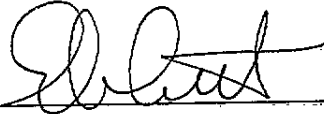
Approve the Articles of Amendment to the Articles of Incorporation to change the business purpose of the corporation adopted by the Board of Directors on

Oct. 9, 2001

Dated: Oct. 9, 2001

TIB Financial Corp.
a Florida corporation

By: _____



Its: _____

PRESIDENT & C.E.O.