

P98000019691

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FILED
93 AUG 14 AM 8:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

August 13, 1998

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

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-08/14/98--01034--001
*****87.50 *****87.50

Re: Florida Savings Bancorp, Inc.
Docket No. P98000019691
Articles of Amendment

Dear Sir or Madam:

On behalf of Florida Savings Bancorp, Inc. (the "Company"), enclosed please find for filing one original and one copy of Articles of Amendment to the Company's Articles of Incorporation. Please deliver a certified copy of the Articles of Amendment to the undersigned at the address provided above. Enclosed is a check in the amount of \$87.50 for the \$35 filing fee and the \$52.50 fee for a certified copy of the Amendment.

Thank you for your assistance with this matter. Please contact the undersigned or Thomas W. France with any questions regarding this filing.

Very truly yours,

MULDOON, MURPHY & FAUCETTE

Christina M. Gattuso

Enclosures

vs AUG 20 1998

Amend.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA SAVINGS BANCORP., INC.**

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SECRETARY OF STATE
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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Paragraph A of Article FOURTH of the Corporation's Articles of Incorporation be amended in its entirety and replaced with the following:

"A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Five Million (5,000,000) consisting of:

1. One Million Five Hundred Thousand (1,500,000) shares of Preferred Stock, par value one cent (\$.01) per share (the "Preferred Stock"); and
2. Three Million Five Hundred Thousand (3,500,000) shares of Common Stock, par value one cent (\$.01) per share (the "Common Stock")."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

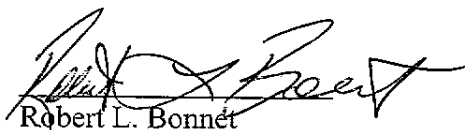
THIRD: The date of amendment's adoption: July 30, 1998

FOURTH: Adoption of Amendment

The amendment was approved by the written consent of the sole shareholder of the Corporation in accordance with the Corporation's Bylaws and Florida law.

Signed this 30 day of July, 1998.

Signature:



Robert L. Bonnet
President and Chief Operating Officer