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Igler & Dougherty, P.A.

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2457 Care Drive

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Tallahassee, Florida 32308

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(850) 878-2411

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CORPORATION NAME(S) & DOCUMENT NUMBERS(S), (if known):

1. Florida Business BancGroup, Inc. P98000044792
(Corporation Name) (Document Number)

2. _____
(Corporation Name) (Document Number)

3. _____
(Corporation Name) (Document Number)

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NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☒ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

**FLORIDA BUSINESS BANCGROUP, INC.
ARTICLES OF AMENDMENT**

**AMENDED AND RESTATED
CERTIFICATE OF THE DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS OF
SERIES D PREFERRED STOCK**

FILED
12 SEP 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Gregory W. Bryant, Chief Executive Officer and President of Florida Business BancGroup, Inc. ("Company"),

DOES HEREBY CERTIFY:

This Amended and Restated Certificate of the Designation, Preferences, Rights and Limitations of Series D Preferred Stock is adopted and filed to correct a scrivener's error in the filing made on March 30, 2010, which correction shall cause this filing to be consistent with the Board of Directors' actions described below.

That, pursuant to the authority expressly conferred upon the Board of Directors of the Company by the Articles of Incorporation of the Company and in accordance with the provisions of Section 607.0602, *Florida Statutes*, the Board of Directors, at meetings held on October 22, 2009 and March 29, 2010, adopted the following amended and restated amendment which designates a series of preferred stock to be known as Series D Preferred Stock, with the following relative rights and preferences:

1. **Designation.** The designation of the series of preferred stock created hereby shall be "Series D Preferred Stock" and the number of shares constituting such class shall be 100,000 shares. The Series D Preferred Stock shall rank senior to the common stock of the Company, \$0.01 par value ("Common Stock"), and shall rank in parity with the Company's Series B and Series C Preferred Stock with respect to the payment of dividends and distribution of assets.

2. **Dividend Rights.** The holders of Series D Preferred Stock shall be entitled to receive quarterly cumulative cash dividends, payable in arrears. Dividends, to the extent the Company is legally permitted to pay dividends, shall be payable on January 1, April 1, July 1, and October 1 of each year (or, if such date is not a business day, the next succeeding business day). The cumulative dividends will accrue from the date of issuance at an annual rate of 10% based on the liquidation preference. Upon conversion of the Series D Preferred Stock, any accrued and unpaid dividends as of the conversion date shall be paid, whether or not declared (other than previously declared dividends payable to holders of record as of a prior record date), to the extent the Company is legally permitted to pay such dividends at such time.

3. **Conversion Rights.** Each share of Series D Preferred Stock is convertible into one share of the Company's Common Stock. Series D Preferred Stock holders may, at their option, convert each share of Series D Preferred Stock into one share of Common Stock at any time after issuance. Three years after the date of issuance of the Series D Preferred Stock, each share of Series D Preferred Stock, which has not previously be converted, shall automatically convert into one share of Common Stock. The number of shares of Common Stock issued upon conversion may be adjusted in the event of, among other things, stock dividends or distributions in shares of Common Stock or subdivisions, splits, or combinations of the Common Stock.

4. **Redemption.** The shares of Series D Preferred Stock are not redeemable.

5. **Liquidation Preference.** In the event of liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, the holders of Series D Preferred Stock shall be entitled to receive out of the assets of the Company available for distribution to shareholders, \$10.00 per share of Series D Preferred Stock held, prior to any distribution to holders of Common Stock, but in parity with the liquidation rights of the Company's Series B and Series C Preferred Stock.

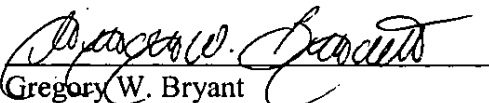
6. **Voting Rights.** Except as otherwise required by law, the holders of Series D Preferred Stock shall not be entitled to vote on any matters submitted to the Company's shareholders.

7. **Reacquired Shares.** Shares of Series D Preferred Stock converted or otherwise purchased or acquired by the Company shall be restored to the status of authorized and unissued shares of preferred stock without designation as to series.

8. **No Sinking Fund.** Shares of Series D Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, FLORIDA BUSINESS BANCGROUP, INC. has caused this Amended and Restated Certificate to be signed by Gregory W. Bryant, its Chief Executive Officer and President, as of this 27th day of September, 2012.

FLORIDA BUSINESS BANCGROUP, INC.

By: 
Gregory W. Bryant
Chief Executive Officer and President