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P98 000067678
November 2, 1998

VIA FEDERAL EXPRESS

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

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*****43.75 *****43.75

Re: Articles of Amendment of Heartland Investors, Inc.

Dear Ms. Jackson:

Please find enclosed the following documents with respect to Heartland Investors, Inc.:

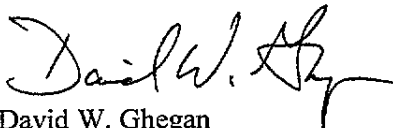
- (i) the executed Articles of Amendment for Heartland Investors, Inc. changing its corporate name to "Heartland Bancshares, Inc.;" and
- (ii) a check in the amount of \$43.75 in payment of the filing fee and receipt of a certified copy.

The new corporate name received approval from the Florida Department of Banking and Finance on October 20, 1998 as evidenced by the attached letter. 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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DWG:cs[148527]

Enclosures

cc: James C. Clinard (w/encl.)
Robert C. Schwartz, Esq.

name change
LFT 11-4-98



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 20, 1998

Bert J. Harris, III, Esq.
Swaine, Harris, Sheehan & McClure, PA
325 Central Avenue
Lake Placid, FL 33852

Dear Mr. Harris:

Re: "Heartland Bancshares, Inc."

Reference is made to your letter/fax dated October 19, requesting approval of the above-referenced corporate name which will be a bank holding company of proposed Heartland National Bank, to be located in Sebring and Lake Placid, 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 use of the above corporate name being registered as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

A handwritten signature in cursive script, appearing to read "Art Simon".

Art Simon
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
HEARTLAND INVESTORS, INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

I. Name

The name of the Corporation is Heartland Investors, Inc.

II. Amendment

The Articles of Incorporation of this Corporation are amended by deleting Article I in its entirety and substituting the following:

"I.

The corporate name that satisfies the requirements of Section 607.0401 is Heartland Bancshares, Inc."

III. Adoption

The amendment set forth above was approved by the shareholders of the Corporation pursuant to Section 607.1003. The number of votes cast by the shareholders for the amendment was sufficient for approval.

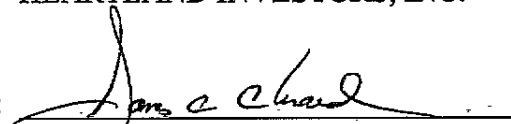
IV. Date

The amendment to the Articles of Incorporation of the Corporation set forth above was recommended and adopted by the Board of Directors and approved by the shareholders of the Corporation on the 29th day of October, 1998.

Signed this 30th day of October, 1998

HEARTLAND INVESTORS, INC.

By:


James C. Clinard, President