

P 98000080697

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DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

Island Dougherty, P.A.  
 Requestor's Name  
 1501 Park Avenue East  
 Address  
 Tallahassee FL 32304-2411  
 City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Bancshares of Florida, Inc. PA8000080697  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLE OF AMENDMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF BANCSHARES OF FLORIDA, INC.**

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, Bancshares of Florida, Inc. ("Corporation") adopts the following Article of Amendment to its Amended and Restated Articles of Incorporation, dated February 1, 1999.

Article VI, B of the Corporation's Amended and Restated Articles of Incorporation originally filed with the Secretary of State of the State of Florida on February 1, 1999, is hereby amended to read as follows:

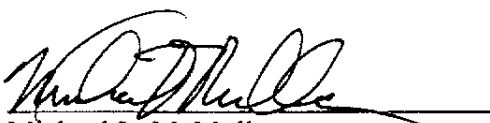
**ARTICLE VI**

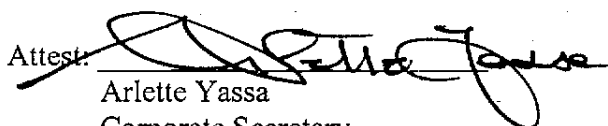
*B. Directors shall be of one class and shall serve for one-year terms or until their successors are elected and qualified. Directors shall be elected by a plurality of votes cast by the shares entitled to vote in the election of directors at a meeting of shareholders, at which a quorum is present.*

In accordance with Section 607.1003, *Florida Statutes*, the foregoing Article of Amendment was proposed and approved by the Board of Directors of the Corporation at a duly called meeting on April 1, 2003, and subsequently adopted by affirmative vote of a sufficient number of the single class of stockholders of the Corporation at the 2003 Annual Meeting of Shareholders held on May 22, 2003.

**IN WITNESS WHEREOF**, the undersigned authorized officer of the Corporation executed this Article of Amendment on this 22<sup>nd</sup> day of May, 2003.

**BANCSHARES OF FLORIDA, INC.**

  
Michael L. McMullan  
President and Chief Executive Officer

Attest:   
Arlette Yassa  
Corporate Secretary

(SEAL)

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TALLAHASSEE, FLORIDA