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(Business Entity Name)

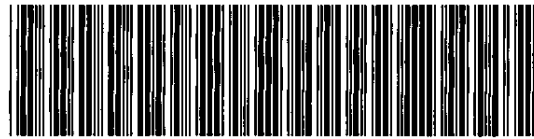
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07 MAR -7 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
+
NIC



SOFISA
Bank of Florida

February 16, 2007

Mr. Don Kelly
Bureau of Bank Regulation
Office of Financial Regulation
Division of Financial Institutions
200 E. Gaines Street
Tallahassee, Florida 32399-0371

Re: Letter Dated January 30, 2007 Concerning Request for Capital Increase and Change of Name of Bank

Dear Don:

As per your e-mail of today's date, I am attaching herewith a check in the amount of \$70.00 made payable to the Florida Department of State covering the amendments requested in the letter of January 30, 2007 referenced above. The amount enclosed is to cover filing fees and a certified copy of the amendments as well as two additional certified copies of the article amendment.

Thanks for your assistance in this regard.

Sincerely,

Robert M. Londono
President & CEO

DEPT OF RECEIVED
FINANCIAL SERVICES
STATE OF FLORIDA
07 FEB 19 AM 7:36
CASHIER'S OFFICE

*To: Don Kelly
2/21/07
Re*

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: February 27, 2007

TO: Susan Payne, Senior Section Administrator, Bureau of Corporations,
Secretary of State

FROM: *DMK* Donald M. Kelly, Bureau of Bank Regulation, Office of Financial Regulation

SUBJECT: Article Amendment, Sofisa Bank of Florida, Miami

Please file the attached article amendment and make the following distribution of certified copies:

- (1) Return one (1) copy to: Office of Financial Regulation
Bureau of Bank Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail three (3) copy to: Mr. Robert M. Londoño
President and Chief Executive
Sofisa Bank of Florida
14095 South Dixie Highway
Miami, Florida 33176-7222

Also attached is a check for filing fees and certified copies. If you have any questions, please contact me at 410-9521.

Attachments

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia (with a copy of the articles to be filed)
Area Financial Manager, Miami (with a copy of the articles to be filed)

**ARTICLES OF AMENDMENT
SOFISA BANK OF FLORIDA**

1. The following provisions of the Articles of Incorporation of **SOFISA BANK OF FLORIDA**, a Florida corporation, filed with the Florida Secretary of State on November 03, 1998, Document Number **P98000093015**, be and hereby are amended in the following manner:

A. Article I is hereby amended to read as follows:

ARTICLE I

The name of the corporation shall be changed from **SOFISA BANK OF FLORIDA** to **SUNSTATE BANK**.

B. Article III is hereby amended to read as follows:


ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$5.50 per share. The corporation shall begin business with at least \$4,097,500.00 in paid in common capital stock to be divided into 745,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000.00 and the amount of undivided profits will be not less than \$1,052,500.00, all of which (paid in capital, surplus, and undivided profits) shall be paid in cash.

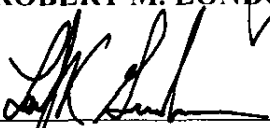
Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

2. The foregoing amendment was adopted by all of the Shareholders and Directors of the corporation on the 12th day of January, 2007.

IN WITNESS WHEREOF the undersigned President and Secretary of the corporation have executed this Amendment this 12th day of January, 2007.



ROBERT M. LONDONO, PRESIDENT

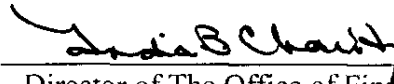


LEIF K. GUNDERSON, SECRETARY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Approved by the State of Florida Office of Financial Regulation this 27th day of February, 2007.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Linda B. Chaffin". The signature is written in a cursive style with a large initial "L".

Director of The Office of Financial Regulation