

P99000000589

Izler + Dougherty

Requestor's Name

1501 E. Park Ave

Address

Dalshasser FL 878240

City/State/Zip

Phone #

300002807433--1

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

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

1. Manufacturers Bank of Florida
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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4. _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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
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REGISTRATION/ QUALIFICATION	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

IGLER & DOUGHERTY

TALLAHASSEE, FL

SUBJECT: MANUFACTURERS BANCSHARES, INC.
Ref. Number: P99000000589

We have received your document for MANUFACTURERS BANCSHARES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 799A00012586

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF MANUFACTURERS BANCSHARES, INC.**

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, Manufacturers Bancshares, Inc. ("Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Amendment adopted: Article III, Section 2, of the Articles of Incorporation filed with the Secretary of State of the State of Florida on January 5, 1999, is hereby amended to read as follows:

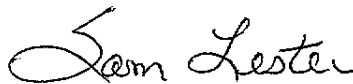
ARTICLE III - CAPITAL STOCK

Section 2 - Common Stock: There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of Common Stock is entitled to one vote per share. No holder of any class of stock of the corporation is entitled to cumulative voting rights with respect to the election of directors.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Pursuant to Section 607.005, *Florida Statutes*, this amendment was adopted on March 15, 1999, by the incorporator without shareholder action.

Signed the 16th day of March, 1999.



Sam Lester, Esq.
Incorporator
Iglar & Dougherty, P.A.

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