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BASIC AMENDMENT
ADVANTAGE BANKSHARES, INC.

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FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
ADVANTAGE BANKSHARES, INC.

Pursuant to Section 607 1006, Florida Statutes, the undersigned officer, being duly authorized, empowered and directed to act, hereby files this First Amendment to the Articles of Incorporation of Advantage Bankshares, Inc. (the "Corporation") and hereby certifies the following:


- 1. The name of the Corporation is "Advantage Bankshares, Inc."
- 2. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on March 23, 1999
- 3. Article Four of the original Articles of Incorporation shall be and hereby is amended by replacing Article Four in its entirety to read as follows:

FOUR. This Corporation is authorized to issue three million (3,000,000) shares of common stock, par value ONE CENT (\$.01) per share.

- 4. This Amendment has been adopted as of March 7, 2000.
- 5. This Amendment was approved by the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval
- 6. Except as amended by this First Amendment, the Articles of Incorporation of the Corporation are hereby adopted and restated as set forth in the original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Articles of Incorporation this 7 day of March, 2000.

ADVANTAGE BANKSHARES, INC., a Florida corporation

By: 
R. Michael Caldwell, Vice President

Russell T. Kanradt, Esquire
Florida Bar No. 02262153
Akerman, Senterfit & Eidson, P.A.
Phillips Point East Tower
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401
Telephone: (561) 659-5990

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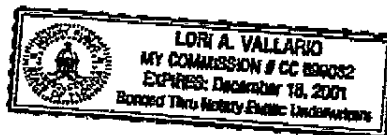
COUNTY OF PALM BEACH)

I HEREBY CERTIFY THAT on this 7 day of March, 2000, before me personally came R. Michael Caldwell, as Vice President of Advantage Bankshares, Inc., a Florida corporation, who is personally known to me, or who has exhibited _____ as identification to me, and who acknowledged execution of the foregoing instrument.

Lori A. Vallario

Notary Public, State of Florida
Commission:

(Seal)



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