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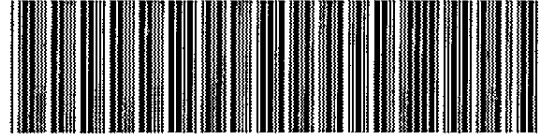
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amend

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
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JOHN P. GREELEY

October 25, 2002

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

Re: Advantage Bankshares, Inc.

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Articles of Incorporation submitted for filing;
2. A check in the amount of \$43.75 (\$35.00 for filing fee and \$8.75 for one certified copy of the Articles of Amendment to the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADVANTAGE BANKSHARES, INC.**

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Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Advantage Bankshares, Inc. are hereby amended as follows:


FIRST: Article Seventh of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituted the following provision in lieu thereof:

“SEVENTH: The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one. The Board of Directors of this Corporation shall be divided into three classes as equal in number as may be feasible, with the term of office of one class expiring each year and with the term of office of those of the first class to expire at the annual meeting of shareholders in 2003, of the second class to expire at the annual meeting of shareholders in 2004, and of the third class to expire at the annual meeting of shareholders in 2005. At each annual meeting of shareholders, successors to the Directors whose terms shall then expire shall be elected to hold office for terms expiring at the third succeeding annual meeting. Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, it shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, and each additional Director shall hold office until the end of the term he or she is elected to fill and until his or her successor shall have been elected and qualified in the class to which such Director is assigned. Directors shall continue in office until the end of their respective term and until his or her successor is elected and qualifies or until there is a decrease in the number of Directors. When the number of Directors is changed, any newly created directorships or any decrease in directorships shall be so assigned among the classes by a majority of the Directors then in office, though less than a quorum, as to make all classes as equal in number as may be feasible. No decrease in the number of Directors shall shorten the term of an incumbent Director.”

SECOND: The foregoing amendment was adopted by the holders of shares of common stock, being the sole voting group entitled to vote on the amendment, on April 15, 2002 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.


IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 16TH day of October, 2002.

ADVANTAGE BANKSHARES, INC.

By: 
R. Michael Caldwell, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of October, 2002, by R. Michael Caldwell, as President of Advantage Bankshares, Inc., on behalf of the corporation.


Printed Name: LORI A VALLARIO
Notary Public, State of Florida

Personally Known or Produced Identification
Type of Identification Produced _____

