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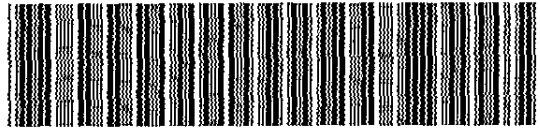
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TALLAHASSEE, FLORIDA

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

March 3, 2004

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

Re: 1st United Bancorp, Inc.

Dear Sir/Madam:

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

1. Original and one copy of Articles of Amendment to the Restated Articles of Incorporation of the Company.
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).

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
Copy to:

John Marino
President and Chief Operating Officer
1st United Bancorp, Inc.

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
1ST UNITED BANCORP, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation of 1st United Bancorp, Inc. are hereby amended as follows:

FIRST: Paragraph A of Article IV of the Restated Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and insert in lieu thereof the following:

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 80,000,000 with a par value of \$0.01 per share. As to the authorized 80,000,000 shares of Common Stock, the Corporation shall have the authority to issue 75,000,000 shares designated as "Class A Stock," and 5,000,000 shares designated as "Class B Stock." Except with respect to the differences in dividend rights between the shares of Class A Stock and Class B Stock set forth in Section C below, all shares of Common Stock shall have the same rights, preferences, limitations and restrictions.

SECOND: The foregoing amendment was adopted by the holders of outstanding shares of Class A Stock and Class B Stock, being the sole voting groups entitled to vote on the amendments, on February 24, 2004, and the number of votes cast for the amendments by the shareholders in each voting group was sufficient for approval by that voting group.

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 2nd day of March, 2004.

1ST UNITED BANCORP, INC.


By: _____

John Marino
President and Chief Operating Officer

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OFFICE OF THE CLERK OF THE
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of March, 2004, by John Marino as President and Chief Operating Officer of 1st United Bancorp, Inc., on behalf of the Corporation.


Printed Name: KAREN S. BOSARGE
Notary Public, State of Florida

Personally Known or Produced Identification
Type of Identification Produced _____

