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INTER-OFFICE  
COMMUNICATION

ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**DATE:** August 25, 2000

**TO:** Louise Jackson, Bureau of Corporations, Secretary of State

**FROM:** *DMK* Donald M. Kelly, Financial Control Analyst  
Bureau of Financial Institutions, Division of Banking

**SUBJECT:** - PALM BEACH COUNTY BANK #1071

Please file the attached amendment to the articles of incorporation for subject bank.

Please make the following distribution of certified copies:

1. Return one (1) copy to : Bureau of Financial Institutions  
Division of Banking  
The Fletcher Building  
101 East Gaines Street, Suite 636
2. Mail one (1) copy to: Calvin L. Cearly, President & CEO  
Palm Beach County Bank  
3717 Boynton Beach Blvd.  
Boynton Beach, FL 33436

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

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-09/01/00--01001--014  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

DMK:jm

Attachments

cc: Area Financial Manager, West Palm Beach

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 30 AM 10:29

*Amend  
NFS*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 30 AM 10:29

FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

PALM BEACH COUNTY BANK

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 Palm Beach County Bank (the "Corporation") and hereby certifies the following:

1. The name of the Corporation is "Palm Beach County Bank".
2. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on August 9, 1999.
3. Article Three of the original Articles of Incorporation shall be and hereby is amended by replacing Article Three in its entirety to read as follows:

**THREE:** This Corporation is authorized to issue two million (2,000,000) shares of common stock, par value Five and 60/100s Dollars (\$5.60) per share.

4. This Amendment has been adopted as of July 27, 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 27 day of July, 2000.

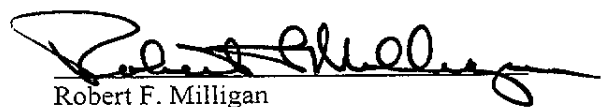
PALM BEACH COUNTY BANK

By: 

Calvin L. Cearley, President

Approved by the Department of Banking and Finance this 24th day of August, 2000.

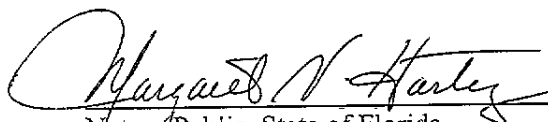
Tallahassee, Florida

  
Robert F. Milligan

Comptroller of the State of Florida and Head of the  
Department of Banking and Finance

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY THAT ON THIS 27 day of July, 2000, before me personally came Calvin L. Cearley, as President of Palm Beach County Bank, 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.

  
Notary Public, State of Florida  
Print Name: Margaret V. Hartig  
Commission Number: CC 599977  
My Commission Expires: NOV. 7, 2000

(SEAL)

