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Amend

INTEROFFICE COMMUNICATION



OFFICE OF FINANCIAL REGULATION

Don B. Saxon Director

DATE:

October 20, 2005

TO:

Susan Payne, Senior Section Administrator, Bureau of Corporations,

Secretary of State

FROM:

Donald M. Kelly, Bureau of Bank Regulation, Office of Financial Regulation

SUBJECT:

Article Amendment, Great Eastern Bank of Florida, #1023, Miami

Please file the attached article amendment and make the following distribution of certified copies:

(1) Return one (1) copy to:

Office of Financial Regulation

Bureau of Bank Regulation

200 East Gaines Street

Tallahassee, Florida 32399-0371

(2) Mail one (1) copy to:

Mr. Ambrosio O. Rodriguez

President and Chief Executive Officer

Great Eastern Bank of Florida 4601 N.W. 72nd Avenue Miami, Florida 33166

(3) Mail one (1) copy to:

Rod Jones, Esq.

Shutts & Bowen, LLP Attorneys at Law Post Office Box 4956

Orlando, Florida 32802-4956

A check for filing fees and certified copies is enclosed. If you have any questions, please contact me at 410-9521.

Attachments

cc: Area Financial Manager, Miami (with a copy of the articles to be filed)
Federal Deposit Insurance Corporation, Atlanta, Georgia (with a copy of the articles to be filed)

EXHIBIT "A"

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF GREAT EASTERN BANK OF FLORIDA

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act (the "Act"), GREAT EASTERN BANK OF FLORIDA, a Florida banking corporation ("Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article III of the Corporation's Articles of Incorporation is amended by deleting the provisions thereof in their entirety and by substituting therefor the following paragraph:

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 2,400,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

- 2. The Amendment was unanimously approved by all the directors of the Corporation on July 21, 2005. The Amendment was approved by the shareholders on **September 15**, 2005. The number of votes cast for the Amendment by the shareholders was sufficient for approval.
 - 3. The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has executed these Articles of Amendment on the 23rd day of September, 2005.

GREAT EASTERN BANK OF FLORIDA, a Florida banking corporation

George Tseng, as Chairman

APPROVED by the Florida Office of Financial Regulation at Tallahassee, Florida, this day of October 2005.

LINDA B. CHARITY, Director

Division of Financial Institutions