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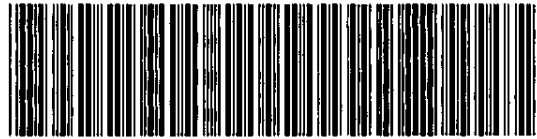
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10 MAY 20 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



AMEND  
DEC 5/10



**J THOMAS CARDWELL**  
COMMISSIONER

**OFFICE OF FINANCIAL REGULATION**

May 18, 2010

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL McCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

**VIA INTEROFFICE MAIL**

Ms. Karen Gibson  
Senior Section Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the articles of incorporation for Great Eastern Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) Return one copy to: Division of Financial Institutions  
Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail two copies to: Bowman Brown, Esq.  
Shutts & Bowen LLP  
1500 Miami Center  
201 South Biscayne Boulevard  
Miami, Florida 33131

A check for \$61.25 representing the fees for filing and certified copies is enclosed. Do not hesitate to contact me if you have any questions.

Sincerely,

NancyRae Kjelgaard  
Financial Control Analyst  
Bureau of Bank Regulation

NRK:nk  
Enclosures (3)

**BOWEN  
LLP**



BOWMAN BROWN  
305-379-9107 Direct Telephone  
305-347-7707 Direct Facsimile

E-MAIL ADDRESS:  
bbrown@shutts.com

May 6, 2010

VIA FEDERAL EXPRESS

Ms. Linda B. Charity  
Director  
Division of Financial Institutions  
Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371

Re: Great Eastern bank of Florida, Miami-Dade County, Florida; Proposed  
Amendment to Articles of Incorporation


Dear Ms. Charity:

As indicated in my recent electronic mail message to Ms. Linda Townsend of your office, Great Eastern Bank of Florida (the "Bank") has adopted the enclosed Amendment to its Articles of Incorporation (the "Amendment") to reduce the par value of shares of its common stock from \$5.00 per share to \$1.00 per share in order to facilitate the issuance of additional shares of the common stock to increase the Bank's its equity capital.

The Bank wishes to increase its capital by the end of this quarter, if possible, and to that end would greatly appreciate your assistance in expediting the filing of the enclosed Amendment if it meets with your approval. To accommodate that effort, Shutts & Bowen's check in the amount of \$61.25 payable to the Department of State to cover the requisite fee for filing the Amendment and the return of two certified copies is enclosed.

Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the enclosed Amendment, please do not hesitate to contact me.

Sincerely yours,

  
Bowman Brown

Enclosures

cc: Ms. Linda Townsend (via electronic delivery)  
Ms. NancyRae Kjelgaard (via electronic delivery)  
Dr. George Tseng (via electronic delivery)

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1500 Miami Center • 201 South Biscayne Boulevard, Miami, Florida 33131 • ph 305.358.6300 • fx 305.381.9982 • [www.shutts.com](http://www.shutts.com)

MIAMI FORT LAUDERDALE WEST PALM BEACH ORLANDO TAMPA TALLAHASSEE AMSTERDAM

*Handwritten:* To: Nancy Rae 5/10/10 ke

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

FILED  
10 MAY 20 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1002(7) 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 therefore 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 \$1.00 per share.

2. The Amendment was unanimously approved by the Board of Directors of the Corporation on May 3, 2010, without shareholder action, and the action of the board 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 6<sup>th</sup> day of May, 2010.

GREAT EASTERN BANK OF FLORIDA,  
a Florida banking corporation

By: George S. Tseng  
George S. Tseng, as Chairman

17<sup>th</sup> day of May, 2010. APPROVED by the Florida Office of Financial Regulation at Tallahassee, Florida, this

Linda B. Charity  
LINDA B. CHARITY, Director