

The undersigned, David B. Brewer and Danny Griffin, President and Secretary, respectively, of First Bank of East Prairie, hereby certify that the following resolutions amending the Article of Agreement of the above bank were approved by way of written consent resolutions of the sole stockholder of the bank, Financial Bancshares, Inc. in lieu of a special stockholders meeting, such resolutions to be effective as of December 1, 1992:

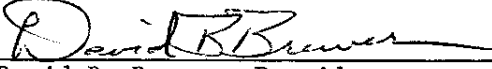
WHEREAS, Financial Bancshares, Inc. ("FBI") is the owner of 100% of the outstanding shares of common stock of Bank and,

WHEREAS, Bank desires to change its corporation name from First Bank of East Prairie to First Financial Bank of Mississippi County.

NOW THEREFORE, BE IT RESOLVED that FBI waives notice of the time, place and purpose of a special meeting of Bank's sole shareholder for the purpose of effecting said corporate name change and,

FURTHER RESOLVED that FBI consents to and approves the change in Bank's name from First Bank of East Prairie to First Financial Bank of Mississippi County.

IN TESTIMONY WHEREOF, we have hereunto this 25th day of November, 1992, set our hands.



David B. Brewer, President

Attested and Countersigned



Danny H. Griffin, Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF MISSISSIPPI)

David B. Brewer, being first duly sworn on his oath states that he is President of First Bank of East Prairie and that the matters set forth in the foregoing statement are true and correct.

David B. Brewer
David B. Brewer, President

Subscribed and sworn to before me, a Notary Public in and for the County of Mississippi, State of Missouri, on this 25th day of November, 1992. My Commission expires August 7, 1995.

LaRue Wilson
LaRue Wilson, Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF MISSISSIPPI)

On this 25th day of November, 1992, before me personally appeared David B. Brewer, President, to be known to be the person described in and who executed the foregoing instrument and acknowledges that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year last above written. My commission expires August 7, 1995.

LaRue Wilson
LaRue Wilson, Notary Public

INDEX

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KAREN S. TURLEY, RECORDER
Mississippi County, MO

by Dottie McHenry
Deputy

Fee: \$ 12.00 pd.

Return to: David Brewer

will pick up.