

ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

012294

OFFICE OF THE COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE 32399-0350

DATE: February 15, 2002

TO: Louise Jackson, Department of State  
Division of Corporations

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-02/15/02--01053--013  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Merger of Florida Bank of Commerce with and into Southern  
Exchange Bank and under the title of Southern Exchange Bank

Please file the attached "Merger Documents" for the above-referenced institutions,  
using 11:59 p. m. on February 15, 2002, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca  
Division of Banking  
101 East Gaines Street  
Fletcher Building, Suite 636  
Tallahassee, Florida 32399-0350
- (2) One copy to: Mr. Richard L. Weatherby  
Southern Exchange Bank  
4401 West Kennedy Boulevard, Suite 200  
Tampa, Florida 33609
- (3) One copy to: Ms. Tamika Cook  
Federal Reserve Bank of Atlanta  
1000 Peachtree Street, N. E.  
Atlanta, Georgia 30309-3449

Also attached is a check which represents payment of the filing fees, charter tax  
and certified copies. If you have any questions, please call 410-9528.

BR:mergeart

Merger  
LJS  
2-15-2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 FEB 15 PM 3:03

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FLORIDA BANK OF COMMERCE, a Florida corporation (Document #357689)

INTO

**SOUTHERN EXCHANGE BANK**, a Florida entity, 012294

File date: February 15, 2002

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

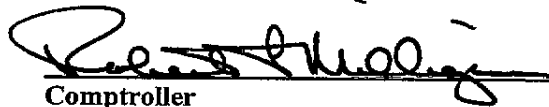
TALLAHASSEE  
32399-0350

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2002 FEB 15 PM 3:03

Having given my approval on January 30<sup>TH</sup> 2002, to merge Florida Bank of Commerce, Palm Harbor, Pinellas County, Florida, with and into Southern Exchange Bank, Tampa, Hillsborough County, Florida, with the resulting name of Southern Exchange Bank, and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Articles of Merger," which contains the Articles of Incorporation of Southern Exchange Bank (the resulting bank), so that effective at 11:59 p. m. on February 15<sup>TH</sup>, 2002, they shall read as stated herein.

Signed on this 30<sup>TH</sup> day of January 2002.

  
Comptroller

2002 FEB 15 PM 3: 03

**ARTICLES OF MERGER  
OF  
FLORIDA BANK OF COMMERCE  
(a Florida banking corporation)  
("Merging Bank")**

**WITH AND INTO  
SOUTHERN EXCHANGE BANK  
(a Florida banking corporation)  
("Surviving Bank")**

Pursuant to the provisions of Sections 607.1101-1106, 658.40-45, and 658.30 of the Florida Statutes, as applicable, the undersigned enter into these Articles of Merger by which Florida Bank of Commerce, a Florida banking corporation (the "Merging Bank" or "FBC"), shall be merged with and into Southern Exchange Bank, a Florida banking corporation (the "Surviving Bank" or "SEB"), and the Surviving Bank shall be the surviving banking entity, all in accordance with an Agreement and Plan of Merger dated as of October 31, 2001 among Charter Banking Corp., a Florida corporation ("CBC"), SEB, Florida Bancorporation, Inc., a Florida corporation ("FBI"), and FBC. The undersigned hereby certify the following all in accordance with the Agreement and Plan of Merger:

1. Bank Merger. Pursuant to the Agreement and Plan of Merger which is subject to the approval of the Florida Department of Banking and Finance and the approval of shareholders of SEB, with the offices located as set forth in Appendix A, and FBC, with the offices located as set forth in Appendix B, and in accordance with the provisions of Sections 655.412 and 658.40-45, Florida Statutes, at 11:59 p.m. on February 15, 2002, after these Articles of Merger are filed with the Florida Department of State (the "Effective Time"), FBC, will merge with and into SEB, and SEB will be the surviving corporation (referred to in the period following the Effective Time as the "Surviving Bank") and, as provided in the Florida Statutes, the corporate existence of FBC and SEB shall continue in the Surviving Bank. The Surviving Bank shall be deemed to be the same banking corporation as FBC and SEB, respectively. The business of the Surviving Bank shall be that of a Florida general commercial banking corporation and shall be conducted at its main and branch offices as set forth in Appendix C. The Surviving Bank shall not exercise trust powers.
2. Continuing Rights and Obligations of Surviving Bank. At and after the Effective Time, the Surviving Bank shall thereafter be responsible and liable for all the liabilities, deposits, debts, obligations and penalties of each of FBC and SEB. The Surviving Bank shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public and private nature, of each of FBC and SEB; and all property, real, personal and mixed, and all debts dues on whatever account, and all and every

other interest, of or belonging to or due to each of FBC and SEB, shall be taken and deemed to be transferred to and vested in the Surviving Bank without further act or deed; and the title to any real estate or any interest therein, vested in any of such entities, shall not revert or be in any way impaired by reason of the Bank Merger. Without limiting the foregoing, at the Effective Time, the Surviving Bank, without any order or other action on the part of any court or otherwise, shall hold all appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, transfer agent and registrar of stock and bonds, guardian of estates, assignee, receiver, custodian and in every other fiduciary capacity, and in every agency capacity, of FBC and SEB in the same manner and to the same extent as such rights and interests were held or enjoyed by FBC and SEB, respectively, immediately before the Effective Time.

3. Articles of Incorporation. The Articles of Incorporation attached as Appendix D shall be the Articles of Incorporation of the Surviving Bank until thereafter amended in accordance with applicable law.
4. By-Laws. The By-Laws of SEB in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Bank until thereafter amended in accordance with applicable law.
5. Directors and Officers of Surviving Corporation. The officers and directors listed on Appendix E shall be the officers and directors of the Surviving Bank after the Bank Merger until their respective successors are duly elected or appointed in accordance with the Articles of Incorporation and By-Laws of the Surviving Bank.
6. Effect of Merger on Common Stock.
  - a. FBC Stock. At the Effective Time, by virtue of the Bank Merger and without any action on the part of the holder of any shares of FBC Stock, but subject to the provisions of Section 658.44, Florida Statutes, with respect to the rights of dissenting shareholders of FBC, each share of FBC Stock owned by a shareholder other than FBI shall be converted into the right to receive \$ 86.82, and no consideration shall be delivered in exchange for FBC Stock owned by FBI. At the Effective Time, all shares of FBC Stock issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the cash consideration to be issued upon the surrender of such certificate in accordance with the Agreement and Plan of Merger, without interest.
  - b. SEB Stock. On and after the Effective Time, each share of common stock of SEB, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall remain an issued and

outstanding share of common stock of the Surviving Bank and shall not be affected in any way by the Merger.

7. Capital Accounts of the Surviving Bank. At the Effective Time, the total capital accounts of the Surviving Bank, after giving effect to the Merger, shall be not less than \$43,606,084, equal to the total capital accounts of SEB as of September 30, 2001, adjusted, however, for normal earnings and expenses and distributions to shareholders between September 30, 2001 and the Effective Time.
8. Approval by FBC Shareholders. The Agreement and Plan of Merger was adopted on January 15, 2002, pursuant to Section 607.1103 and 658.44, Florida Statutes, by the shareholders of FBC. The only voting group of FBC entitled to vote on adoption of the Agreement and Plan of Merger was the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group.
9. Approval by SEB Shareholders. The Agreement and Plan of Merger was adopted on January 15, 2002; pursuant to Section 607.1103 and 658.44, Florida Statutes, by unanimous written consent of the shareholders of SEB.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Florida Bank of Commerce as the Merging Bank and by Southern Exchange Bank, as the Surviving Bank, this 15 day of February, 2002.

**MERGING BANK**

FLORIDA BANK OF COMMERCE, a Florida  
banking corporation

By: Robert L. Kohler  
Name: Robert L. Kohler  
Title: President

**SURVIVING BANK**

SOUTHERN EXCHANGE BANK, a Florida  
banking corporation

By: Richard L. Weatherby  
Name: Richard L. Weatherby  
Title: President

**APPENDIX A  
OFFICE LOCATIONS OF  
SOUTHERN EXCHANGE BANK  
(Pre-Merger)**

**Corporate Office**

4401 West Kennedy Boulevard  
Tampa, Florida 33609

**Main Office**

4427 West Kennedy Boulevard  
Tampa, Florida 33609

**Branches**

1901 West Swann Avenue  
Tampa, Florida 33601

3402 Lithia Pinecrest Road  
Valrico, Florida 33594

3117 West Columbus Drive  
Tampa, Florida 33607

1020 North US Highway 41  
Ruskin, Florida 33570

18395 Gulf Boulevard  
Indian Shores, Florida 33785

11710 State Road 574  
Seffner, Florida 33570

4105 Gulf Boulevard  
St. Pete Beach, Florida 33706

2001 Adamo Drive  
Tampa, Florida 33605

405 North Westshore Boulevard  
Tampa, Florida 33609

180<sup>th</sup> Treasure Island Causeway  
Treasure Island, Florida 33706

1921 S. Dale Mabry Highway  
Tampa, Florida 33629

8603 W. Hillsborough Avenue  
Tampa, Florida 33615

8809 Waters Avenue  
Tampa, Florida 33615

2028 East 7<sup>th</sup> Avenue  
Tampa, Florida 33605

**APPENDIX B  
OFFICE LOCATIONS OF  
FLORIDA BANK of COMMERCE  
(Pre-Merger)**

**Main Office**

Florida Bank of Commerce  
1027 Nebraska Avenue  
Palm Harbor, Florida 34683

**Largo Branch**

Florida Bank of Commerce  
705 - 8<sup>th</sup> Avenue S.W.  
Largo, Florida 33770

**Loan Production Office**

Florida Bank of Commerce  
3970 Tampa Road, Suite G  
Oldsmar, Florida 34677



**APPENDIX C**  
**OFFICE LOCATIONS OF**  
**Surviving Bank**

**Corporate Office**

4401 West Kennedy Boulevard  
Tampa Florida 33609

**Main Office**

4427 West Kennedy Boulevard  
Tampa, Florida 33609

**Branches**

1901 West Swann Avenue  
Tampa Florida 33601

2001 Adamo Drive  
Tampa, Florida 33605

3117 West Columbus Drive  
Tampa Florida 33607

3402 Lithia Pinecrest Road  
Valrico, Florida 33594

18395 Gulf Boulevard  
Indian Shores Florida 33785

1020 North US Highway 41  
Ruskin, Florida 33570

4105 Gulf Boulevard  
St. Pete Beach Florida 33706

11710 State Road 574  
Seffner, Florida 33584

405 North Westshore Boulevard  
Tampa Florida 33609

1027 Nebraska Avenue  
Palm Harbor, Florida 34683

1921 S. Dale Mabry Highway  
Tampa Florida 33629

708 - 8 Avenue S.W.  
Largo, Florida 33770

8603 W. Hillsborough Avenue  
Tampa Florida 33615

180<sup>th</sup> Treasure Island Causeway  
Treasure Island, Florida 33706

8809 Waters Avenue  
Tampa Florida 33615

**Loan Production Office**

2028 East 7<sup>th</sup> Avenue  
Tampa Florida 33605

3970 Tampa Road, Suite G  
Oldsman, Florida 34677

**APPENDIX D**  
**Articles of Incorporation**  
**of Southern Exchange Bank**

**ARTICLE I**

The name of the corporation shall be Southern Exchange Bank. Its main office shall be at 4427 West Kennedy Blvd., in the City of Tampa, in the County of Hillsborough and State of Florida.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the laws of the Florida Banking Code, regulating the organization, powers and management of banking corporations.

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be two hundred fifty (250), the par value of which shall be one hundred dollars (\$100.00) each.

**ARTICLE IV**

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

**ARTICLE V**

The board of directors of the corporation shall consist of at least five (5) directors and the directors shall be elected, unless appointed to fill a vacancy, at the annual meeting of stockholders or at a special meeting; however, a majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The board of directors at the time these Articles of Incorporation become effective shall consist of the persons listed on Exhibit 1 attached hereto.

**APPENDIX D (Continued)**

**Exhibit 1 to Articles of Incorporation of Southern Exchange Bank**

**Directors of Southern Exchange Bank**

David A. Straz, Jr.

Richard L. Weatherby

Stephanie M. Chapman

William A. Gillen, Jr.

Henry W. Meister

**APPENDIX E**  
**SENIOR OFFICERS AND DIRECTORS**  
**of**  
**SURVIVING BANK**

David A. Straz, Jr.	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Chairman of the Board & Director
Richard L. Weatherby	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	President, Chief Executive Officer & Director
Dennis Grinstein	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Executive Vice President, Cashier & Chief Finance Officer
Richard L. Callihan	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Senior Vice President & Senior Loan Officer
Sharon S. Hunt	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Executive Vice President & Chief Operations Officer
Stephanie M. Chapman	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Director
William A. Gillen, Jr.	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Director
Henry W. Meister	4401 W. Kennedy Blvd. Suite 300 Tampa, Florida 33609	Director

**WRITTEN CONSENT OF SOLE SHAREHOLDER  
OF SOUTHERN EXCHANGE BANK  
(THE "BANK")**

The undersigned, constituting the sole shareholder of the Company, pursuant to Section 607.0704, Florida Statutes, hereby adopts the following resolutions and consents to the actions contemplated thereby.

WHEREAS, the Board of Directors of the Bank believes it to be in the best interest of the Bank to merge with Florida Bank of Commerce ("FBC") simultaneously with the merger of a wholly-owned subsidiary of the Bank's parent corporation, Charter Banking Corp., with and into FBC's holding company, Florida Bancorporation, Inc. pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated as of October 31, 2001 in the form attached as Exhibit A

WHEREAS, the Board of Directors has submitted the Merger Agreement to the Bank's sole shareholder for approval;

NOW THEREFORE, the sole shareholder of the Bank, with full knowledge of its dissenters' rights under Section 658.44, Florida Statutes, does adopt the following resolutions and does approve and ratify all actions called for therein, or necessary or desirable to effectuate the actions contemplated thereby:

RESOLVED, that the sole shareholder hereby approves the Merger Agreement;

FURTHER RESOLVED, that each of the officers of the Bank is hereby authorized and directed to take such further actions and to execute such documents as may be necessary to effect the transactions contemplated by the Merger Agreement, including without limitation the filing of regulatory approval applications with the appropriate federal and state regulatory agencies, and the execution and delivery of articles of merger and such further certificates, applications, notices and other documents and instruments as may be deemed necessary or appropriate to effect the transactions contemplated by the Merger Agreement;

FURTHER RESOLVED, that the sole shareholder hereby adopts any and all other forms of resolutions which may be required by regulatory agencies in the conduct of the foregoing actions, copies of which shall be appended to these minutes; and

**[CONTINUED ON NEXT PAGE]**

FURTHER RESOLVED, that all lawful actions heretofore taken by the officers, employees and other representatives of the Bank in anticipation of the furtherance of the foregoing resolutions are hereby authorized, confirmed and ratified in all respects.

IN WITNESS WHEREOF, the undersigned has executed this joint written consent as of 1/15, 2002.

CHARTER BANKING CORP, sole shareholder

By: W.A. Straz, Jr.

Name: David A. Straz, Jr.

Title: President

I, as the secretary of Southern Exchange Bank hereby certify this as a true and exact copy of the written consent of the sole shareholder of Southern Exchange Bank.

Dennis Grinsteiner

Name: Dennis Grinsteiner

OFFICER'S CERTIFICATE

RE: CONFIRMATION OF COMPLIANCE WITH FLORIDA  
STATUTES CHAPTER 658.44 - DISSENTERS RIGHTS

The undersigned, who is the President of Florida Bank of Commerce, a Florida banking corporation ("FBC") hereby certifies that all the stockholders of FBC were provided with copies of Chapter 658.44, Florida Statutes - Approval by Stockholders; Rights of Dissenters; Preemptive Rights in connection with their approval of the merger of FBC with and into Southern Exchange Bank. The undersigned further certifies that shareholders owning in excess of 99% of the voting equity securities of FBC approved and voted for the above referenced merger. Furthermore, no shareholders of FBC have voted against the merger or notified FBC that such shareholder intends to dissent from the merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his signature as of the 6th, February, 2002.

FLORIDA BANK OF COMMERCE

By:

Robert A. Kohler  
Robert Kohler  
President

MTC/ej/259819  
2/6/02

Pres  
all the stockholders of FBC  
Chapter 658.44, Florida Statutes - Approval by Stockholders; Rights of Dissenters; Preemptive Rights in connection with their approval of the merger of FBC with and into Southern Exchange Bank. The undersigned further certifies that shareholders owning in excess of 99% of the voting equity securities of FBC approved and voted for the above referenced merger. Furthermore, no shareholders of FBC have voted against the merger or notified FBC that such shareholder intends to dissent from the merger.

## OFFICER'S CERTIFICATE


### RE: STOCKHOLDER RESOLUTION APPROVING MERGER

The undersigned who is the President and Secretary of Florida Bancorporation, Inc., a Florida corporation ("FBI"), and Florida Bank of Commerce, a Florida state chartered bank ("FBC"), hereby certifies that the stockholders of FBI and FBC have approved the Agreement and Plan of Merger dated as of October 31, 2001, which provides for the simultaneous merger of CBC Subsidiary, Inc. ("Sub"), a wholly owned subsidiary of CHARTER BANKING CORP., a Florida corporation ("CBC"), with and into FBI (the "Holding Company Merger") and of Florida Bank of Commerce, a Florida banking corporation ("FBC") with and into SOUTHERN EXCHANGE BANK, a Florida banking corporation ("SEB"), a wholly owned subsidiary of CBC (the "Bank Merger").

With respect to the approval of that certain Agreement and Plan of Merger (the "Merger Agreement") which provides for the simultaneous mergers of Sub, with and into FBI (the "Holding Company Merger") and of FBC with and into SEB (the "Bank Merger"), the aggregate cash consideration to be paid under the Bank Merger and Holding Company Merger to the holders of FBC Stock and FBI Common Stock is \$8,150,000, subject to adjustment as provided in Section 3.1 of the Merger Agreement (the "Purchase Price"). In the event that the sums of FBI's Equity Capital plus Minority Book Value is less than \$4,150,000, the Purchase Price shall be reduced by an amount equal to 200% of such difference. A portion of the Purchase Price equal to 200% of the Minority Book Value shall be allocated to FBC Stock not owned by FBI (the "Bank Purchase Price"). The balance of the Purchase Price shall be allocated to FBI Common Stock (the "HC Purchase Price"). Minority Book Value refers to a dollar amount equal to the percentage of equity capital of FBC represented by the outstanding FBC Stock not owned by FBI. The Bank Merger provides that FBC will merge with and into SEB and SEB shall be the surviving corporation. The Holding Company Merger provides that Sub will merge with and into FBI, and FBI shall be the surviving corporation, all pursuant to and in accordance with the terms and conditions of the Merger Agreement.

Attached hereto is a true and correct copy of the Certificate and Report of Inspectors of Election evidencing the requisite stockholder approval of the mergers.

IN WITNESS WHEREOF, the undersigned has hereunto set his signature as of the 15 day of January 2002.



Robert Kohler  
President and Secretary



## **CERTIFICATE AND REPORT OF INSPECTORS OF ELECTION**

The undersigned duly appointed Inspectors of Election of Florida Bancorporation, Inc., a Florida corporation ("FBI") and Florida Bank of Commerce, a Florida banking corporation ("FBC"), do hereby certify that:

A special meeting of shareholders of FBI and FBC (the "Special Meeting") was held at the principal banking office of Florida Bank of Commerce at 1027 Nebraska Avenue, Palm Harbor, Florida on Tuesday, January 15, 2002 at 4:00 PM local time, pursuant to due notice.

According to the certified list of shareholders, which was presented at the Special Meeting, there were outstanding and entitled to vote at the Special Meeting 239,689 shares of Common Stock of FBI and 95,600 shares of Common Stock of FBC.

There were present at the Special Meeting in person or by proxy the holders of 230,379 shares of Common Stock of FBI, representing 97% of the total shares of Common Stock of the FBC entitled to vote and 94,736 shares of FBC Common Stock representing 99% of the FBC Common Stock entitled to vote, constituting a majority and more than a quorum of the outstanding shares entitled to vote of FBI and FBC.

The undersigned inspected the proxies and ballots used at the Special Meeting and found the same to be in proper form. The undersigned were present during the vote at the Special Meeting and the following is a record of the votes cast as to the proposal presented at the Special Meeting:

Approval of an Agreement and Plan of Merger (the "Merger Agreement") which provides for the simultaneous mergers of CBC Subsidiary, Inc. ("Sub"), a wholly owned subsidiary of CHARTER BANKING CORP., a Florida corporation ("CBC"), with and into FBI (the "Holding Company Merger") and of FBC with and into SOUTHERN EXCHANGE BANK, a Florida banking corporation ("SEB"), a wholly owned subsidiary of CBC (the "Bank Merger"). The aggregate cash consideration to be paid under the Bank Merger and Holding Company Merger to the holders of FBC Stock and FBI Common Stock is \$8,150,000, subject to adjustment as provided in Section 3.1 of the Merger Agreement. In the event that the sums of FBI's Equity Capital plus Minority Book Value is less than \$4,150,000, the Purchase Price shall be reduced by an amount equal to 200% of such difference. A portion of the Purchase Price equal to 200% of the Minority Book Value shall be allocated to FBC Stock not owned by FBI (the "Bank Purchase Price"). The balance of the Purchase Price shall be allocated to FBI Common Stock (the "HC Purchase Price"). Minority Book Value refers to a dollar amount equal to the percentage of equity capital of FBC represented by the outstanding FBC Stock not owned by FBI. The Bank Merger provides that FBC will merge with and into SEB and SEB shall be the surviving corporation. The Holding Company

Merger provides that Sub will merge with and into FBI, and FBI shall be the surviving corporation.

FBI TABULATION

	<u>NO. OF VOTES</u>	<u>PERCENTAGE OF SHARES OUTSTANDING AND ENTITLED TO VOTE</u>
FOR	230,379	97%
AGAINST	-0-	-0-%
ABSTAIN	-0-	-0-%

FBC TABULATION

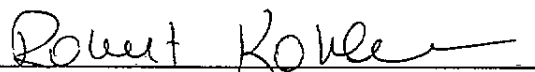
	<u>NO. OF VOTES</u>	<u>PERCENTAGE OF SHARES OUTSTANDING AND ENTITLED TO VOTE</u>
FOR	94,736	99%
AGAINST	-0-	-0-%
ABSTAIN	-0-	-0-%

Accordingly, having received a favorable vote of the legally required requisite percentage of the holders of the outstanding shares of Common Stock of FBI and FBC entitled to vote thereon as required by law, the proposition described above was declared to be duly adopted by the shareholders of FBI and FBC.

No challenges were raised to any matters concerning the proposed Merger Agreement, and no other matters were considered at the Special Meeting.

IN WITNESS WHEREOF, we have made this Certificate and Report and have hereunto set our hands as of this 15 day of January, 2002.

  
Michael T. Cronin

  
Robert Kohler

MTC/ej/257897  
1/15/02