CT CORPORATION SYSTEM

304036

CORPORATION'S NAME

Don Ostrowsky & Assoc. Merging into: Roger Bouchard Insurance, Inc.

FILED
01 FEB -1 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

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*****70.00 *****70.00

() Profit () Nonprofit	() Amendment	(✓) Merger
() Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

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Examiner ______
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W.P. Verifier ______

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

JMG

DR
2/1/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

DON OSTROWSKY & ASSOC., INC., a Florida corporation P93000016941

INTO

ROGER BOUCHARD INSURANCE, INC., a Florida entity, 304036.

File date: February 1, 2001

Corporate Specialist: Annette Ramsey

01 FEB -1 PM 4:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DON OSTROWSKY & ASSOC., INC.
(a Florida corporation)
AND
ROGER BOUCHARD INSURANCE, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide that:

Article I

Name of Surviving Corporation

Don Ostrowsky & Assoc., Inc., a Florida corporation ("Ostrowsky"), shall be merged with and into Roger Bouchard Insurance, Inc., a Florida corporation ("Bouchard"), and Bouchard shall be the surviving corporation.

Article II

Plan of Merger

The Agreement and Plan of Merger is attached hereto as Exhibit "A."

Article III

Effective Time of Merger

The Merger shall become effective upon the filing of these Articles of Merger.

Article IV

Approval of the Merger

The Agreement and Plan of Merger, dated December 14, 2000, pursuant to which Ostrowsky shall be merged with and into Bouchard (the "Merger"), was adopted by and unanimously approved, in accordance with Florida law, by the Board of Directors of Ostrowsky, and the Board of Directors of Ostrowsky voted to submit the Merger to a vote of Ostrowsky shareholders with a unanimous recommendation that the Merger be approved. The Merger, having been so submitted to the Ostrowsky shareholders, was approved by the shareholders of Ostrowsky by unanimous written consent dated as of December 14, 2000.

In accordance with Florida law, the Merger was adopted by the directors of Bouchard at a special meeting of the Board of Directors held on November 15, 2000. Approval of the merger by the shareholder of Bouchard was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Ostrowsky and Bouchard by their authorized officers as of January 31, 2001.

DON OSTROWSKY & ASSOC., INC.

By:______________________________
Don Ostrowsky, President

ROGER BOUCHARD INSURANCE, INC.

By:______________________________
Richard E. Bouchard, President

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Ostrowsky and Bouchard by their authorized officers as of January 31, 2001.

DON OSTROWSKY & ASSOC., INC.

By: ______________________ President

Don Ostrowsky, President

ROGER BOUCHARD INSURANCE, INC.

By: ______________________

Richard E. Bouchard, President

EXHIBIT A TO ARTICLES OF MERGER

PLAN OF MERGER

DON OSTROWSKY & ASSOC., INC., a Florida corporation ("Ostrowsky"), shall be merged into ROGER BOUCHARD INSURANCE, INC. ("Bouchard"), a Florida corporation and wholly owned subsidiary of FNB Corporation, a Pennsylvania corporation ("FNB").

BACKGROUND INFORMATION

The board of directors of each of FNB, Bouchard and Ostrowsky has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Ostrowsky be merged into Bouchard, at the conclusion of which Bouchard shall remain as the surviving or resulting entity and the corporate existence of Ostrowsky shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this plan of merger (the "Plan of Merger"), Ostrowsky has recommended the adoption of the Plan of Merger and related transactions by the shareholder of Ostrowsky, and the shareholder of Ostrowsky has approved the Plan of Merger and related transactions. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), Ostrowsky shall be merged with and into Bouchard (the "Merger"), and Bouchard shall constitute the surviving and resulting corporation of such Merger (hereinafter Bouchard sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of Ostrowsky shall cease and Bouchard shall continue its corporate existence pursuant to the laws of Florida.

2. Effective Date. The Merger shall become effective as of the date of filing Articles of Merger with the Florida Department of State (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of Ostrowsky shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by Ostrowsky shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to Ostrowsky shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of Ostrowsky existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of Ostrowsky shall be deemed canceled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to FNB and Bouchard, the shares of the common stock of Ostrowsky outstanding prior to the Merger shall be transformed and converted into the right to receive (i) the aggregate cash amount of $590,057 and (ii) an aggregate of 6,384,852 shares of common stock of FNB.