



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

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DATE: September 26, 2002

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: PREMIER COMMUNITY BANK OF SOUTH FLORIDA
Fort Lauderdale, Broward County
(Approved Acquisition of a State Bank)

Please file the attached Amended and Restated Articles of Incorporation for the above-referenced institution, using OCTOBER 1, 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, 6th Floor
Tallahassee, FL 32399-0350
- (2) Two copies to: Mr. Price W. Schwenck
P. C. B. Bancorp
Post Office 2910
Largo, Florida 33779-2910
- (3) Uncertified
copy to: Mr. David W. Smith
Federal Reserve Bank of Atlanta
1000 Peachtree Street, N. E.
Atlanta, Georgia 30309-3449

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT -1, AM 9:02

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

*Amended & Restated
w/name change
LFF*

10-7-2002

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GATEWAY AMERICAN BANK OF FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT -1 AM 9:02

Gateway American Bank of Florida, a Florida corporation (the "Corporation"), does hereby certify as follows:

I. The Corporation, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation originally filed on January 22, 1988, and amended on May 1, 1998, and all amendments thereto that are in effect to date.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Florida Business Corporation Act and the Florida Financial Institutions Codes, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Board of Directors and sole shareholder of the Corporation on October 1, 2002, and the vote cast for the amendments contained herein was sufficient for approval of such amendments.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Amended and Restated Articles which are as follows:

ARTICLE I

The name of the Corporation shall be:

PREMIER COMMUNITY BANK OF SOUTH FLORIDA

and its initial place of business and street address shall be at 1451 N.W. 62nd Street, Suite 212, Fort Lauderdale, Florida 33309, in the City of Fort Lauderdale, in the County of Broward and State of Florida.

ARTICLE II

The Corporation may engage in any activity or business permitted by law.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 8,200,000 shares of common stock, \$1.00 par value per share.

ARTICLE IV

The term for which said Corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The total number of directors constituting the board of directors of the Corporation shall not be fewer than five (5), the exact number to be fixed and determined from time to time in accordance with the Bylaws of the Corporation. A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of the Corporation by not more than two persons and appoint persons to fill such resulting vacancies.

The names and street addresses of the directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
James W. Dwyer	368 NE 7 th Avenue Ft. Lauderdale, FL 33301
Joseph E. Ernsteen	7063 Brunswick Circle Boynton Beach, FL 33437
Richard A. Kuci, Jr.	1451 NW 62 nd Street, Suite 212, Ft. Lauderdale, FL 33309
John L. Tomlinson	756 Middle River Drive Ft. Lauderdale, FL 33304
Price W. Schwenck	350 East Bay Drive Largo, FL 33770

ARTICLE VI

The Corporation shall, to the full extent permitted by applicable law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by applicable law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

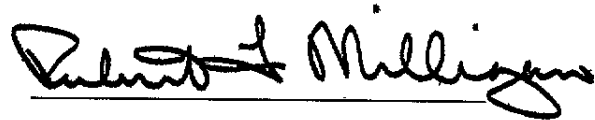
IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed these Amended and Restated Articles of Incorporation this 1st day of October, 2002.

PREMIER COMMUNITY BANK OF SOUTH FLORIDA

By: 
Richard A. Kuci, Jr. President & CEO

APPROVAL

The foregoing Amended and Restated Articles of Incorporation are hereby approved by the Florida Department of Banking and Finance on this 4th day of OCTOBER, 2002.


Robert L. Milligan