

J84438

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL BANK OF SARASOTA

INTO

PROVIDENT BANK OF FLORIDA, a Florida corporation, J84483

File date: October 17, 1997, effective October 20, 1997

Corporate Specialist: Louise Flemming-Jackson



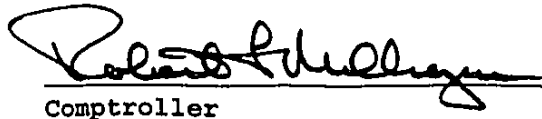
ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on August 8, 1997, to merge Enterprise National Bank of Sarasota, Sarasota County, Florida, and Provident Bank of Florida, Apollo Beach, Hillsborough County, Florida, and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Plan of Merger and Merger Agreement", which contains the Articles of Incorporation of Provident Bank of Florida (the resulting bank), so that effective at the opening of business on October 20TH, 1997, they shall read as stated herein.

Signed on this 8TH day
of October, 1997.


Comptroller

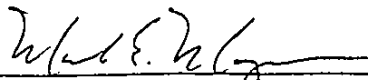
THE PROVIDENT BANK OF FLORIDA
CERTIFICATION

I, Mark E. Magee, Secretary of The Provident Bank of Florida (the "Bank"), do hereby certify that the following resolution was duly adopted in an Action by Written Consent signed by Provident Financial Group, Inc. on October 1, 1997 as the sole shareholder of the Bank, and is in conformity with the Articles of Incorporation and Code of Regulations of Bank and in full force and effect:

RESOLVED, That the sole shareholder of the Bank hereby approves the execution by the Bank of a Plan of Merger and Merger Agreement between the Bank and Enterprise National Bank of Sarasota, whereby Enterprise National Bank of Sarasota shall be merged with and into the Bank, with the Bank being the surviving company of the merger; and

FURTHER RESOLVED, That the Board of Directors of the Bank be, and hereby is, authorized to take (or to cause to be taken) any and all actions that they may deem necessary or appropriate to give full force and effect to the purposes of the foregoing Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of said corporation and affixed the corporate seal this 13 day of October, 1997.



Mark E. Magee, Secretary

CERTIFICATE

The undersigned, Mark E. Magee, Secretary of FGBI Acquisition Corp., a Florida corporation (the "Corporation"), does hereby certify, on behalf of the Corporation, (i) that the resolutions attached hereto as Exhibit A (the "Board Resolutions") were duly adopted by the Corporation's Board of Directors as of May 22, 1997; (ii) that the resolutions attached hereto as Exhibit B (the "Shareholder Resolutions") were duly adopted by the Corporation's sole stockholder as of May 22, 1997; (iii) that the Board Resolutions and Shareholder Resolutions remain in full force and effect as of the date hereof, not having been rescinded, altered or amended; and (iv) that attached hereto as Exhibit C is a list of certain officers of the Corporation, each of whom has been duly elected and qualified as, and is this date, an officer holding the office or offices set forth opposite his name, and such signature set forth opposite the name of such officer is his genuine signature.

This Certificate shall not create any individual (as opposed to corporate) liability.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on behalf of the Corporation this 12th day of September 1997.

FGBI ACQUISITION CORP.

By: Mark E. Magee
Mark E. Magee

Its: Secretary

Board of Directors

EXHIBIT A

WHEREAS, after due deliberation, this Board of Directors has determined that it is in the best interests of the Corporation and its shareholders that the Corporation merge with Florida Gulfcoast Bancorp, Inc., a Florida corporation ("Enterprise Parent"), with the Corporation to be the corporation surviving the merger;

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation be, and it hereby is, authorized to merge with Enterprise Parent on the terms and conditions set forth in the Agreement and Plan of Reorganization among Enterprise Parent, Enterprise National Bank, the Corporation and Provident (the "Reorganization Agreement") and in the Plan of Merger (as defined in the Reorganization Agreement); and, BE IT

RESOLVED FURTHER, that the Corporation be, and it hereby is, authorized to enter into and to perform its obligations under the Reorganization Agreement and the Plan of Merger; and, BE IT

RESOLVED FURTHER, that any one (1) or more of the officers of the Corporation be, and they hereby are, authorized and directed to execute and to deliver, on behalf of the Corporation, the Reorganization Agreement and the Plan of Merger, together with any and all other ancillary agreements, instruments of conveyance, certificates, affidavits, articles of merger and other documents and, further, to take (or to cause to be taken) any and all actions that such officer or officers may deem necessary or appropriate to give full force and effect to the purposes of the foregoing resolutions or of the Reorganization Agreement.

Sole Shareholder

EXHIBIT B

WHEREAS, the Board of Directors of this Corporation has determined that it is in the best interests of the Corporation and its shareholders that the Corporation merge with Florida Gulfcoast Bancorp, Inc., a Florida corporation ("Enterprise Parent"), with the Corporation to be the corporation surviving the merger; and,

WHEREAS, the Board of Directors has approved the merger of this Corporation and Enterprise Parent (the "Merger"), the Agreement and Plan of Reorganization among Enterprise Parent, Enterprise National Bank, the Corporation and Provident dated as of May 22, 1997 (the "Reorganization Agreement") and the Plan of Merger (as defined in the Reorganization Agreement) and has directed that the Merger, the Reorganization Agreement and the Plan of Merger be submitted to the undersigned for consideration, adoption and approval;

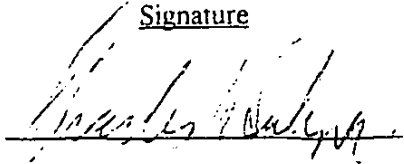
NOW, THEREFORE, BE IT

RESOLVED, that the sole shareholder of the Corporation hereby approves and adopts that Merger, the Reorganization Agreement and the Plan of Merger; and, BE IT

RESOLVED FURTHER, that the Board of Directors of the Corporation be, and it hereby is, authorized to take (or to cause to be taken) any and all actions that they may deem necessary or appropriate to give full force and effect to the purposes of the Merger or of the foregoing resolution.

EXHIBIT C

FGBI ACQUISITION CORP.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Charles W. Sulerzyski	Vice President	

CERTIFICATE

The undersigned, Stephen E. Kunk, Chairman and Chief Executive Officer of FLORIDA GULFCOAST BANCORP, INC., a Florida corporation (the "Corporation"), does hereby certify, on behalf of the Corporation, (i) that the resolutions attached hereto as Exhibit A (the "Board Resolutions") were duly adopted by the Corporation's Board of Directors as of May 21, 1997; (ii) that the resolutions attached hereto as Exhibit B (the "Shareholder Resolutions") were duly adopted by the Corporation's shareholders as of September 11, 1997 with shareholders representing 0 shares dissenting; (iii) that the Board Resolutions and Shareholder Resolutions remain in full force and effect as of the date hereof, not having been rescinded, altered or amended; and (iv) that the attached hereto as Exhibit C is a list of certain officers of the Corporation, each of whom has been duly elected and qualified as, and is this date, an officer holding the office or offices set forth opposite his name, and such signature set forth opposite the name of such officer is his genuine signature.

This Certificate shall not create any individual (as opposed to corporate) liability.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on behalf of the Corporation this 12th day of September, 1997.

FLORIDA GULFCOAST BANCORP, INC.

By: Stephen E Kunk

Its: CHAIRMAN AND CEO

EXHIBIT A

RESOLUTIONS TO BE PROPOSED AT THE MEETING OF
THE BOARD OF DIRECTORS OF
FLORIDA GULFCOAST BANCORP, INC.
TO BE HELD ON MAY 21, 1997

RESOLVED, that the Corporation hereby approves the Agreement and Plan of Reorganization among the Corporation, Enterprise National Bank, FGBI Acquisition Corp., and Provident Bancorp, Inc. (the "Buyer") in substantially the form attached hereto as "Exhibit A", with such changes of a nonsubstantive nature as shall be approved by the Executive Committee (the "Agreement").

RESOLVED FURTHER, that the appropriate officers are hereby authorized to execute such Agreement.

RESOLVED FURTHER, that a special meeting of shareholders to vote on the merger and plan of reorganization contemplated by the Agreement be called (the "Special Meeting"), and that the date for such meeting and the record date of shareholders entitled to vote at that meeting be determined by the Executive Committee.

RESOLVED FURTHER, that the officers and directors of the Corporation are instructed to prepare a proxy statement for the Special Meeting, which shall include a copy of the Agreement as an exhibit thereto, and to submit such proxy statement, as may be required, to the SEC and to any other state or federal government agency, department or body the approval of which is required for consummation of the transactions contemplated by the Agreement.

RESOLVED FURTHER, that the appropriate officers of the Corporation are instructed to cooperate with the Buyer, if so requested by the Buyer, in providing all necessary information concerning the Corporation and Enterprise National Bank, their respective directors, officers and shareholders, for inclusion in any applications for approval of the contemplated transactions which are to be submitted by the Buyer with any state or federal government agency, department or body the approval of which is required for consummation of the Transactions.

RESOLVED FURTHER, that the appropriate officers of the Corporation are instructed to prepare and submit any other documents or filings with state or federal government agencies, departments or bodies, or take such other actions as may be necessary to give effect to the foregoing.

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EXHIBIT B

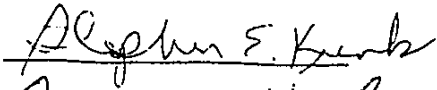
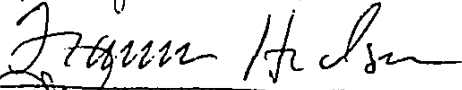
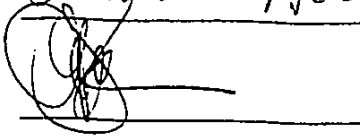
RESOLVED, that the Agreement and Plan of Reorganization among Florida Gulfcoast Bancorp, Inc., Enterprise National Bank, FGBI Acquisition Corp. and Provident Bancorp, Inc., dated as of May 21, 1997, and the Plan of Merger contained therein, in the form recommended to the stockholders by the Board of Directors in the proxy statement, subject to the amendment effected by the Price Termination Right Waiver be and it hereby is approved and adopted.

RESOLVED FURTHER, that Florida Gulfcoast Bancorp, Inc. be merged with and into FGBI Acquisition Corp. in accordance with and subject to the terms of the Agreement and Plan of Reorganization.

RESOLVED FURTHER, that the Price Termination Right Waiver previously described by Chairman Kunk is hereby ratified and approved.

EXHIBIT C

FLORIDA GULFCOAST BANKCORP., INC.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Stephen E. Kunk	Chairman and CEO	
Tramm Hudson	President	
Thomas P. Abelmann	Secretary	

EFFECTIVE DATE

ORIGINAL

10-20-97

PLAN OF MERGER AND MERGER AGREEMENT

ENTERPRISE NATIONAL BANK OF SARASOTA

with and into

PROVIDENT BANK OF FLORIDA

under the charter of

PROVIDENT BANK OF FLORIDA

under the title of

PROVIDENT BANK OF FLORIDA

(Resulting Financial Institution)

(Effective on October 20, 1997 at the Open of Business)

This AGREEMENT made between Provident Bank of Florida (hereinafter referred to as "Provident") a financial institution organized under the laws of the State of Florida, with its main office located at 6542 U.S. Highway 41 North, Apollo Beach, Florida 33572, County of Hillsborough, in the State of Florida, and two (2) branch offices located at 668 Oakfield Drive, Brandon, Florida 33511 and 102 South Pebble Beach Boulevard, Sun City Center, Florida 33573 with Total Capital Accounts of \$7,332,000, divided into 10,000 shares of Capital Stock, each with \$80.00 par value, Surplus of \$6,536,000, and Undivided Profits or Retained Earnings of (\$4,000) as of March 31, 1997, and Enterprise National Bank of Sarasota (hereinafter referred to as "Enterprise"), a financial institution organized under the laws of the State of Florida, with its main office located at 1549 Ringling Boulevard, Sarasota, Florida 34230, County of Sarasota, in the State of Florida, and two (2) branch offices located at 3500 S. Osprey Avenue, Sarasota, Florida 34239 and 3260 Gulf Gate Drive, Sarasota, Florida 34231 with Total Capital Accounts of \$11,721,000, divided into 1,600,000 shares of Capital Stock, each with \$2.50 par value, Surplus of \$4,200,000, and Undivided Profits of \$3,521,000 as of March 31, 1997, each acting pursuant to a resolution of its

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors, adopted by the vote of a majority of its directors and shareholders, pursuant to the authority given in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes and Section 215(a) of the National Bank Act, witnesseth as follows:

SECTION 1.

Enterprise shall be merged into Provident (the "Merger") under the charter of Provident.

SECTION 2.

The name of the Resulting Financial Institution shall be "Provident Bank of Florida." The Resulting Financial Institution will exercise trust powers.

SECTION 3.

The business of the Resulting Financial Institution shall be that of a general commercial banking business. The business shall be conducted by the Resulting Financial Institution at its main office which shall be located at 1549 Ringling Boulevard, Sarasota, Florida 34230, and at each existing branch office as follows: 3500 S. Osprey Avenue, Sarasota, Florida 34239, 3260 Gulf Gate Drive, Sarasota, Florida 34231, 6542 U.S. Highway 41 North, Apollo Beach, Florida 33572, 668 Oakfield Drive, Brandon, Florida 33511 and 102 South Pebble Beach Boulevard, Sun City Center, Florida 33573.

SECTION 4.

The amount of Total Capital Accounts of the Resulting Financial Institution shall be equal to the combined total capital accounts of all of the merging or constituent financial institutions as stated in the preamble of this Agreement; adjusted, however, for normal earnings and expenses between March 31, 1997, and the effective time of the Merger.

SECTION 5.

All assets of Provident and Enterprise, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Financial Institution without any conveyance or other transfer; and the Resulting Financial Institution shall be considered the same business and corporate entity as each constituent financial institution with all the rights, powers, and duties of each constituent financial institution and the Resulting Financial Institution shall be responsible for all the liabilities of every kind and description of each of the financial institutions existing as of the effective time of the Merger.

SECTION 6.

Provident shall contribute to the Resulting Financial Institution acceptable assets as provided in the Agreement and Plan of Reorganization among Florida Gulfcoast Bancorp, Inc., Enterprise National Bank, FGBI Acquisition Corp. and Provident Bancorp Inc. (the "Reorganization Agreement"). At the effective time of the Merger, Enterprise shall have on hand assets as provided in the Reorganization Agreement.

SECTION 7.

Of the capital stock of the Resulting Financial Institution, the presently outstanding 10,000 shares of capital stock of Provident Bank of Florida each of \$80.00 par value, shall remain outstanding as shares of the Resulting Financial Institution, each of \$80.00 par value, and the holders thereof shall retain their present rights therein; and the shares of Enterprise shall be cancelled.

No fractions of a share or the Resulting Financial Institution shall be issued and the shareholders of Enterprise who, except for this provision, would be entitled to receive a fraction of a share shall be paid in cash the fair value thereof in accordance with provisions relating thereto hereinafter set out.

SECTION 8.

The owners of shares which voted against the approval of the Merger shall be entitled to receive their value in cash, if and when the Merger becomes effective. The value of such shares of the above named constituent financial institutions shall be determined in accordance with Section 658.44, Florida Statutes.

SECTION 9.

Neither of the financial institutions shall declare or pay any dividend to its shareholders between the date of this Agreement and the time at which the Merger shall become effective, nor dispose of any of its assets in any other manner except in the normal course of business and for adequate value.

SECTION 10.

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Financial Institution until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified.

Board of Directors

Thomas P. Corr
840 Signet Drive
Apollo Beach, FL 33572

Donald H. Gunn
1002 South Mt. Carmel Road
Brandon, FL 33511

Mark E. Magee
47 Locust Hill Road
Cincinnati, OH 45245

John G. Munsell
950 Allegro Lane
Apollo Beach, FL 33572

Lee F. Pallardy, III
4305 Robin Lane
Tampa, FL 33609

Charles W. Sulerzyski
9000 Old Indiana Hill Road
Cincinnati, OH 45243

Robert M. Beall, II
4824 Riverview Boulevard West
Bradenton, FL 34209

John B. Davidson
8324 Sanderling Road
Sarasota, FL 34242

Donald O. Featherman
5122 Kestral Parkway South
Sarasota, FL 34242

Alyce W. Kalin
201 Morningside Drive
Sarasota, FL 34228

Stephen E. Kunk
1625 Landings Boulevard
Sarasota, FL 34231

Alan H. Porter, M.D.
1500 South Drive
Sarasota, FL 34239

Trammell Hudson
1415 Ladue Lane
Sarasota, FL 34231

James W. Heavener
731 Pine Tree Road
Winter Park, FL 34231

Wendel F. Kent
4173 Shell Road
Sarasota, FL 34242

Richard E. Nelson
5225 Hidden Harbor Road
Sarasota, FL 34242

Ernest C. Sears
4557 Camino Real
Sarasota, FL 34242

Executive Officers

Charles W. Sulerzyski
Vice President
9000 Old Indiana Hill Road
Cincinnati, Ohio 45243

Stephen E. Kunk
President
1625 Landings Boulevard
Sarasota, FL 34231

Trammell Hudson
Executive Vice President
1415 Ladue Lane
Sarasota, FL 34231

Duane R. Jarnecke
Executive Vice President
10899 War Admiral Drive
Union, KY 41091

SECTION 11.

This Agreement may be terminated by the unilateral action of the Board of Directors of any constituent financial institution prior to the approval of the shareholders of the said constituent financial institution or by the mutual consent of the Board of all constituent financial institutions after the shareholders of the constituent financial institution have ratified this Agreement and approved the Merger. Since time is of the essence to this Agreement, if for any reason the transaction shall not have been consummated by March 31, 1998, this Agreement

shall terminate automatically as of that date unless extended in writing prior to said date by mutual action of the Boards of Directors of the constituent financial institutions.

SECTION 12.

This Agreement shall be ratified and confirmed by the affirmative vote of the shareholders of each of the financial institutions owning at least a majority of its capital stock outstanding, at a meeting to be held on the call of the Directors or as otherwise provided by the bylaws, and the Merger shall become effective at the time specified in a Certificate to be issued by the Comptroller of Florida, pursuant to 658.45, Florida Statutes, under the seal of his office, approving the Merger.

SECTION 13.

This Agreement is also subject to the following terms and conditions:

(a) The Florida Department of Banking and Finance shall have approved this Agreement to merge and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger.

(b) The appropriate federal regulatory agencies shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger, and any statutory waiting period shall have expired.

SECTION 14.

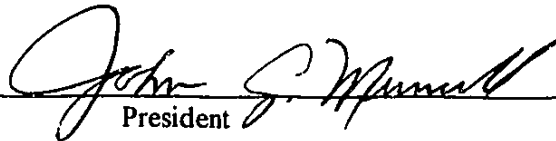
Effective as of the time the Merger shall become effective as specified in the "Certificate of Merger" to be issued by the Comptroller of Florida, the Articles of Incorporation of the Resulting Financial Institution shall be amended and restated to read as set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.


WITNESS the signatures and seals of said constituent financial institutions this ____ day of September, 1997, each hereunto set by its President or a Vice President and attested by its Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof.

Attest:

PROVIDENT BANK OF FLORIDA
(Financial Institution)

By

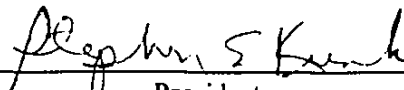

President


Secretary

Attest:

ENTERPRISE NATIONAL BANK OF SARASOTA
(Financial Institution)

By


President


Secretary

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PROVIDENT BANK OF FLORIDA**

Pursuant to Section 607.1007 of the Florida Statutes:

1. The original articles of incorporation of the Corporation were filed with the Department of State on October 5, 1988 as duly amended from time to time;
2. Article I of the Articles of Incorporation is amended to change the address of the Corporation.
3. There are no discrepancies between the provision of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments, which were adopted pursuant to Section 607.1003 Florida Statutes, and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

ARTICLE I

The name of the Corporation shall be Provident Bank of Florida and its initial place of business shall be 1549 Ringling Boulevard in the City of Sarasota, in the County of Sarasota, and the 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 Florida Banking Code, regulating the organization, powers and management of banking corporations, including trust powers if duly authorized.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 10,000. Such shares shall be of a single class and shall have a par value of \$80.00 per share. The Corporation shall operate with at least \$800,000 in paid-in common capital stock to be divided into 10,000 shares. The amount of surplus with which the Corporation will operate will be not less than \$3,000,000 and the amount of undivided profits, not less than \$200,000 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

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

ARTICLE V

The number of directors shall not be fewer than five (5).

ARTICLE VI

The directors of the Corporation shall be protected against personal liability to the fullest extent permitted by Florida law, including, without limitation, the provisions of Section 607.0831, Florida Statutes, or any successor statutes.

ARTICLE VII

The Corporation shall indemnify its directors and officers to the fullest extent permitted by Florida law and shall also advance litigation-related expenses to directors and officers upon receipt of the undertaking described in Section 607.0850(6), Florida Statutes (as in effect on November 7, 1996).