

HEROUX, CLINGEN, CALLOW, WOLFE AND MCLEAN
ATTORNEYS & COUNSELORS

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1960000001340

December 18, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002036396--0
-12/24/96-01037--007
****293.75 ****293.75

Re: Phoenix Trading Company, LLC

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Organization for the above limited liability company together with a check in the amount of \$293.75 for the fees. Please file the Articles and return a copy to me in the enclosed, self-addressed, stamped envelope.

If you have any questions, please call me.

Very truly yours,

HEROUX, CLINGEN, CALLOW, WOLFE & MCLEAN

By: Virginia Waybourn
Virginia Waybourn, Legal Assistant

FILED
96 DEC 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/vw

Enclosures

DEC 27 1996. BSB

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: **PHOENIX TRADING COMPANY, LLC**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1623 Lisa Avenue
Fernendina Beach, Florida 32034

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96 DEC 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

- The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Thomas M. Heroux
1623 Lisa Avenue
Fernendina Beach, Florida 32034

- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PHOENIX TRADING COMPANY, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 2,000.00
This total includes amounts from 2 and 3 above.



Thomas M. Heroux, Member of
Phoenix Trading Company, LLC

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **PHOENIX TRADING COMPANY, LLC**
2. The name and address of the registered agent and office is:

Thomas M. Heroux
1623 Lisa Avenue
Fernendina Beach, Florida 32034

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas M Heroux
Thomas M. Heroux

December 10, 1996

Date

FILED
96DEC 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L96000001344

YOUNG, VAN ASSENDERP & VARNADOE, P.A.

ATTORNEYS AT LAW

REPLY TO:

R. BRUCE ANDERSON
TASHA O. BUFORD
DAVID L. COOK*
DAVID B. ERWIN
C. LAURENCE KEESEY
ANDREW I. SOLIS
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Tallahassee

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TELECOPIER (904) 561-6834

*BOARD CERTIFIED REAL ESTATE LAWYER

SUNTRUST BUILDING
301 LAUREL OAK DRIVE, SUITE 300
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NAPLES, FLORIDA 34101-7907
TELEPHONE (941) 597-2814
TELECOPIER (941) 597-1060

WILLIAM J. ROBERTS
OF COUNSEL

MEMORANDUM

TO: Secretary of State
FROM: Andy Solis AS/swp
DATE: December 27, 1996
SUBJECT: Customer Service of F.N.B. Company, L.L.C.

100002046411-0
-01/06/97-02018-005
***346.25 ***346.25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC 27 11 28 AM '96
D

Attached find check in the amount of \$346.25 representing filing fees, Registered Agent Designation, Certified Copy and Certificate of Status for Customer Service of F.N.B. Company, L.L.C.

Please call Sunda (222-7206) when ready. She will need to fedex these out today.

Thank you.

SPOKE TO SUNDA.
ATTORNEYS TITLE RESERVED
THE NAME FOR THE LAW FIRM.
12/27/96

/swp
Enclosures

RECEIVED
96 DEC 27 AM 11:15
DIVISION OF CORPORATION

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: CUSTOMER SERVICE OF F.N.B. COMPANY, L.L.C.

(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for:

\$285.00
Filing Fee
& Registered
Agent designation

\$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

\$337.50
Filing fee,
Registered Agent
Designation &
Certified Copy

\$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: Lewis S. Albert, Chief Financial Officer

Name (Printed or typed)

840 Goodlette Road N., Suite 201

Address

Naples, Florida 34102

City, State & Zip

(941) 262-7600

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is:

CUSTOMER SERVICE OF F.N.B. COMPANY, L.L.C.

FILED
96 DEC 27 PM 2:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

840 Goodlette Road N., Suite 201
Naples, Florida 34102

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - MANAGEMENT:

(check and complete the appropriate statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Gary L. Tice 840 Goodlette Road N.
Naples, Florida 34102

Stephen J. Gurgovits First National Bank of Pennsylvania
Hermitage Square
Hermitage, PA 16148

Thomas M. Tuggle First National Bank of Pennsylvania
Hermitage Square
Hermitage, PA 16148

- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

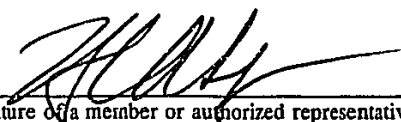
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CUSTOMER SERVICE
OF F.N.B. COMPANY, L.L.C., deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 867,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,303,000.00

A description of the property is attached and made a part hereto as Exhibit A.

- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,967,000.00
- 5) the total amount of 2, 3, and 4 is \$ 4,137,000.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

EXHIBIT "A"

Data processing hardware and software.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CUSTOMER SERVICE OF F.N.B. COMPANY, L.L.C.

2. The name and address of the registered agent and office is:

Lewis S. Albert, Chief Financial Officer

(Name)

840 Goodlette Road N., Suite 201

(P.O. Box or Mail Drop Box Not Acceptable)

Naples, Florida 34102

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature) Lewis S. Albert, Chief Financial Officer

12/26/96
(Date)

Filing Fee: \$35 for Designation of Registered Agent

FILED
96 DEC 27 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA