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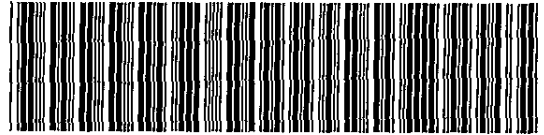
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DIVISION OF CORPORATIONS
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*Amended & Restated
w/name change
LFS
3-10-03*

OFFICE OF FINANCIAL INSTITUTIONS AND SECURITIES REGULATION

DATE: March ⁷~~6~~, 2003
TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings
FROM: Bruce Ricca, Licensing and Chartering
SUBJ: FLORIDA TRUST COMPANY
Naples, Collier County
(Change of Name for Trust Company)

Please file the attached Amendment to Articles of Incorporation for the above-referenced institution, using March ⁷~~6~~, 2003, as the effective date.

Please make the following distribution of copies:

- (1) One copy to: Bruce Ricca
(certified) Office of Financial Institutions (Licensing & Chartering)
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) One copy to: Mr. Richard Pearlman
Iglar & Dougherty
1501 East Park Avenue
Tallahassee, Florida 32301

The 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 AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA TRUST COMPANY**

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DIVISION OF CORPORATIONS
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Pursuant to Sections 607.1003, 607.1006, 607.1007 and 658.23, *Florida Statutes*, FLORIDA TRUST COMPANY f/k/a FLORIDA TRUST COMPANY, INC. (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were adopted by affirmative vote of the sole shareholder of Florida Trust Company on February 20, 2003.

**ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be FLORIDA TRUST COMPANY and its place of business shall be 1185 Immokalee Road, Naples, Florida 34110.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be that of a trust company business with all rights, powers and privileges granted and conferred by the Florida Financial Institutions codes relating to the organization, powers and management of trust companies, as well as any activity or business permitted by law.

**ARTICLE III
CAPITAL STOCK**

The total number of shares authorized to be issued by the Corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

**ARTICLE IV
TERM OF EXISTENCE**

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

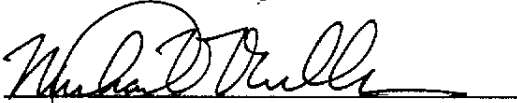
ARTICLE V
DIRECTORS

The names and street addresses of the Corporation's initial directors, are set forth below:

NAME	STREET ADDRESS
Joe B. Cox	3001 Tamiami Trail North, Suite 100 Naples, Florida 34103
John B. James	1185 Immokalee Road Naples, Florida 34110
Michael L. McMullan	110 East Broward Blvd., Suite 100 Fort Lauderdale, Florida 33301
Dr. Harry K. Moon	888 East Las Olas Blvd. Fort Lauderdale, Florida 33301
Martin M. Wasmer	600 5 th Avenue South, Suite 210 Naples, Florida 34102

The number of directors of the Corporation shall not be fewer than five. A majority of the full board of directors may, at any time during the year following any 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.

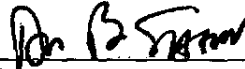
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of February, 2003.



Michael L. McMullan
President and Chief Executive Officer

**APPROVAL OF ARTICLES OF INCORPORATION BY
THE OFFICE OF FINANCIAL INSTITUTIONS AND SECURITIES REGULATION**

The foregoing Amended and Restated Articles of Incorporation of FLORIDA TRUST COMPANY, f/k/a FLORIDA TRUST COMPANY, INC. are approved by the Department of Financial Services this 4th day of March, 2003 at Tallahassee, Florida.



Don B. Saxon
Director