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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: May 4, 2000

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **THE BANK OF COMMERCE**
Sarasota, Sarasota County
(Approved New Bank)

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-05/04/00--01008--001
*****78.75 *****61.75

Please file the attached Articles of Incorporation for the above-referenced bank, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Division of Banking (Licensing & Chartering)
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350
- (2) One copy to: Mr. Richard P. Hunt
Kendrick, Pierce & Co.
324 South Hyde Park Avenue, Suite 202
Tampa, Florida 33606
- 3) One Copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

FILED
00 MAY -4 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BR.articles

**ARTICLES OF INCORPORATION
OF
THE BANK OF COMMERCE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of The Bank of Commerce (the "Corporation") under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

Corporate Name and Principal Office

The name of the Corporation shall be The Bank of Commerce and its initial place of business shall be 783 South Orange Avenue, Sarasota, Sarasota County, Florida 34236.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by the Corporation shall be that of a commercial banking business with all rights, powers and privileges granted and conferred by the Florida Financial Institutions Codes, relating to the organization, powers and management of banking corporations.

ARTICLE III

Capital Stock

The number of shares authorized to be issued by the Corporation shall be 2,000,000. Such shares shall be of a single class and each shall have a par value of \$5.00. The Corporation shall begin business with at least \$4,250,000 of paid-in capital, to be derived from the issuance of 850,000 shares, as well as initial capital surplus of not less than \$2,975,000 and undivided profits of not less than \$1,025,000, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

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

Incorporators and Initial Directors

The names and street addresses of the incorporators of the Corporation, who shall also serve as the Corporation's initial directors, are set forth below:

NAME	STREET ADDRESS
James L. Blin	1374 Harbor Drive Sarasota, Florida 34239
John K. Cannon	8408 Midnight Pass Road Sarasota, Florida 34242
John J. Cox	9800 Cameo Fairy Lane Sarasota, Florida 34240
James T. Keller	1439 S. Lakeshore Drive Sarasota, Florida 34231
Donald M. Lawson	4405 Chimney Creek Drive Sarasota, Florida 34235
Cathy Layton	1900 Lincoln Drive Sarasota, Florida 34236
Charles O. Murphy	4597 Camino Real Sarasota, Florida 34231
Ponnuswamy Natarajan	7321 Midnight Pass Road Sarasota, Florida 34242

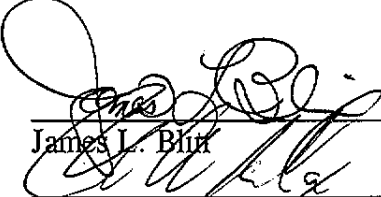
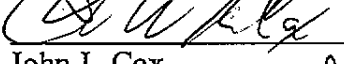
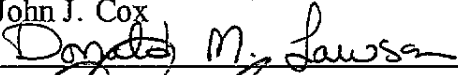
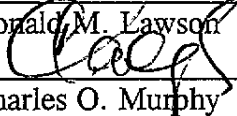
The number of directors of the Corporation shall not be fewer than five. A majority of the full board of directors may, at any time during the year following any annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

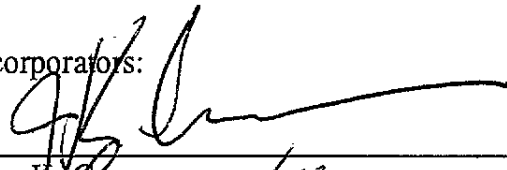
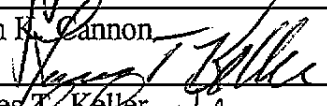

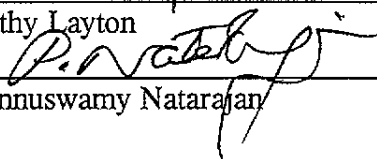
ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is Jeremy P. Ross.

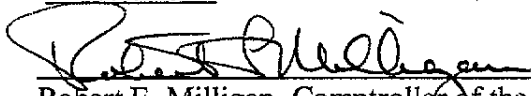
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 29 day of February 2000.


James L. Blitt

John J. Cox

Donald M. Lawson

Charles O. Murphy

Incorporators:

John K. Cannon

James T. Keller

Cathy Layton

Ponnuswamy Natarajan

**APPROVAL OF ARTICLES OF INCORPORATION BY
THE DEPARTMENT OF BANKING AND FINANCE**

The foregoing Articles of Incorporation of The Bank of Commerce are approved by the Department of Banking and Finance this 24TH day of APRIL 2000 at Tallahassee, Florida.


Robert F. Milligan, Comptroller of the State
of Florida and Head of the Department of
Banking and Finance

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, THE BANK OF COMMERCE, desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

THE BANK OF COMMERCE

By 
Charles O. Murphy, an Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named Corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Jeremy P. Ross

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA