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INTER-OFFICE
COMMUNICATION

COMPTROLLER OF FLORIDA
DIVISION OF BANKING

DATE: September 28, 2000
TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording
FROM: Bruce Ricca, Licensing and Chartering
SUBJ: First Commercial Interim Bank, Tampa, Hillsborough County

FILED
00 SEP 28 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the attached Articles of Incorporation for the above-referenced institution, using SEPTEMBER 29, 2000, as the effective date.

Please make the following distribution of certified copies:

- (1) Mail one (1) copy to: Bruce Ricca
Division of Banking
101 East Gaines Street
Fletcher Building, Suite 636
Tallahassee, Florida 32399-0350
- (2) Mail one (1) copy to: Ms. Sam Lester
Igler & Dougherty
1501 Park Avenue East
Tallahassee, Florida 32301

Also 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.a:succ-art

Attachments

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-10/02/00--01001--001
*****52.50 *****52.50

Pursuant to
F.S. 607.0501 (2)
Registered Agent
not required

pu
9/29

SUCCESSOR INSTITUTION
"MODEL ARTICLES OF INCORPORATION"

ARTICLES OF INCORPORATION OF

First Commercial Interim Bank

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be First Commercial Interim Bank and its initial place of business shall be 4600 West Kennedy Boulevard, Tampa, Florida 33609 in the City of Tampa, in the County of Hillsborough, and the State of Florida.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 1,000. Such shares shall be of a single class and shall have a par value of \$2.00 per share. First Commercial Interim Bank will never commence banking operations, it is simply being formed as a vehicle to complete a bank holding company formation and reorganization in accordance with Section 658.40(4), Florida Statutes.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


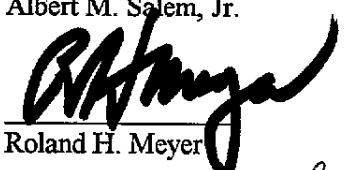
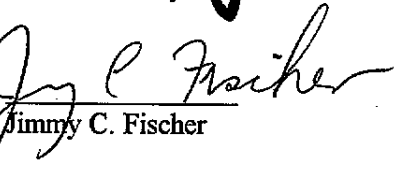
Article V

The number of directors shall consist of at least three five (3). The names and street addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Albert M. Salem, Jr.	824 Bayside Drive Tampa, Florida 33609
Roland H. Meyer	14275 Siesta Road Largo, Florida 34644
Jimmy C. Fischer	408 Briancliff Drive Temple Terrace, Florida 33617

In witness of the foregoing, the undersigned directors have executed these Articles of

Incorporation this 15 day of August, 2000.

<u>NAME</u>	<u>STREET ADDRESS</u>
 Albert M. Salem, Jr.	824 Bayside Drive Tampa, Florida 33609
 Roland H. Meyer	14275 Siesta Road Largo, Florida 34644
 Jimmy C. Fischer	408 Briancliff Drive Temple Terrace, Florida 33617

STATE OF FLORIDA }
COUNTY OF HILLSBOROUGH }

The foregoing instrument was acknowledged before me this 15th day of August, 2000, by Albert M. Salem, Jr., Roland H. Meyer, and Jimmy C. Fischer, ✓ who are personally known to me or who have produced _____ as identification and who did/did not take an oath.

(SEAL)



Anne S Hampton
My Commission CC638005
Expires April 13, 2001

Anne S. Hampton
Notary Public - State of Florida at Large
My Commission Expires: 4/13/01

Approved by the Department of Banking and Finance this 27TH day of September, 2000.

Tallahassee, Florida

Robert F. Milligan
Comptroller of the State of Florida