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September 9, 2002

Corporate Records Bureau
Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, FL 32301

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122.50 **78.75

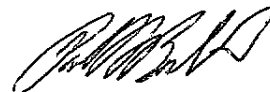
RE: Articles of Incorporation
FIRST OSPREY BANK - IN ORGANIZATION, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for First Osprey Bank - In Organization, Inc., along with a check in the amount of \$122.50 to cover the filing fee. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDBjwl
Enclosure

002-26910

10-3-02
07



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 16, 2002

PAUL D. BEITLICH
2033 MAIN ST, STE 600
REAL ESTATE DEPT.
SARASOTA, FL 34237-6091

SUBJECT: FIRST OSPREY BANK - IN ORGANIZATION, INC.
Ref. Number: W02000026910

We have received your document for FIRST OSPREY BANK - IN ORGANIZATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 402A00052827

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FINANCIAL-
FIRST OSPREY BANK - IN ORGANIZATION, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

FINANCIAL
FIRST OSPREY ~~BANK~~ - IN ORGANIZATION, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including, but not limited to, the formation, organization and operation of banking and financial institutions and the like, and all other matters as allowed under Florida law.

III.

CAPITAL STOCK

This corporation is authorized to issue five thousand (5,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 136 Golden Gate Point, #302, Sarasota, Florida 34236, and the name of the initial registered agent of this

corporation is Carol B. Green, whose address is 136 Golden Gate Point, #302, Sarasota, Florida 34236.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Carol B. Green, President and Secretary
136 Golden Gate Point, #302
Sarasota, FL 34231

Philip Roy Day, Director, Vice-President and Treasurer
5191 Flicker Field Circle
Sarasota, FL 34231

Gary A. Roberts, Director, Vice President and Assistant Secretary
7093 S. Tamiami Trail
Sarasota, FL 34231

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Carol B. Green
136 Golden Gate Point, #302
Sarasota, FL 34236

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal

office of the Corporation is:

136 Golden Gate Point, #302
Sarasota, Fl 34236

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 9th day of September, 2002.

Carol B. Green (SEAL)
Carol B. Green

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 9th day of September, 2002, by
Carol B. Green, who is personally known to me.



Jana W. Longton
MY COMMISSION # DD687423 EXPIRES
January 28, 2006
BONDED THRU TROY FARM INSURANCE, INC.

Jana W. Longton
Notary Public
Printed Name: JANA W. LONGTON

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to Section 607.034, Florida Statutes, ~~FIRST OSPREY BANK~~ ^{FINANCIAL} - IN ORGANIZATION, INC., desiring to organize under the laws of the State of Florida, has named Carol b. Green, located at 136 Golden Gate Point, #302, Sarasota, FL 34236, as its agent to accept service of process within this state. (10)

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Carol B. Green

Carol B. Green
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA