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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

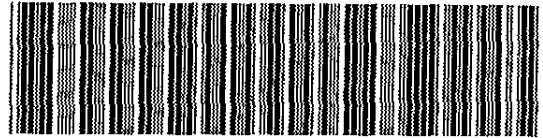
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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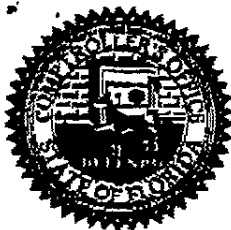
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02 NOV 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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DIVISION OF BANKING

850 410 9548 P.02/02

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA**OFFICE OF THE COMPTROLLER**

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

November 8, 2002

FILED
02 NOV 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Tracey Fore
Chief Executive Officer
Monticello Bank, FSB
3288 South Third Street
Jacksonville Beach, Florida 32250

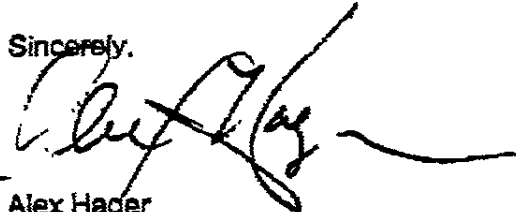
Re: Monticello Bank Insurance Group, Inc.

Dear Mr. Fore:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a subsidiary of Monticello Bank, FSB, located in Jacksonville Beach, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above name being registered to transact business in the state of Florida.

Sincerely,


Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

THE WINICKI LAW FIRM, P.A.

October 25, 2002

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

Re: Incorporation of Monticello Bank Insurance Group, Inc.

Dear Sir:

Enclosed are an original and two copies of the articles of incorporation for Monticello Bank Insurance Group, Inc. and a check for \$87.50 for the filing fee, certified copy and certificate of status.

Sincerely,

A handwritten signature in black ink, appearing to read "Bob Winicki", followed by a long horizontal flourish.

Robert J. Winicki

Cc: Tracey Fore

ARTICLES OF INCORPORATION
of
MONTICELLO BANK INSURANCE GROUP, INC.

The undersigned person, acting as incorporator of a corporation organized under the laws of Delaware, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Monticello Insurance Group, Inc. *Bank*

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

328 S. Third Street
Jacksonville Beach, Fl. 32250

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Tracey Fore
Monticello Bank Insurance Group, Inc.
328 S. Third Street
Jacksonville Beach, Fl. 32250

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Tracey Fore
328 S. Third Street
Jacksonville Beach, Fl. 32250

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

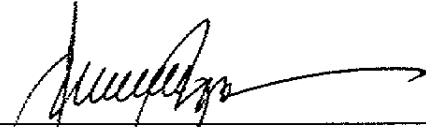
ARTICLE VIII OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

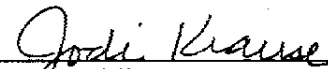


Tracey Fore, Incorporator
328 S. Third Street
Jacksonville Beach, Fl. 32250

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

State of Florida, County of Duval, ss:

Subscribed and sworn to (or affirmed) before me this 25 day of
October, 2002.



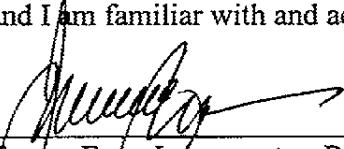
Notary Public



Jodi Krause
My Commission DD134919
Expires July 17 2006

Registered Agent Certification

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept 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.



Tracey Fore, Incorporator, Registered Agent
328 S. Third Street
Jacksonville Beach, Fl. 32250

10/25/02

Date