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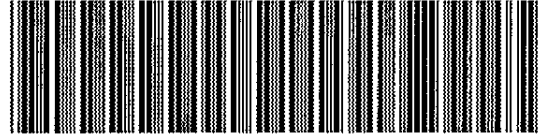
(Business Entity Name)

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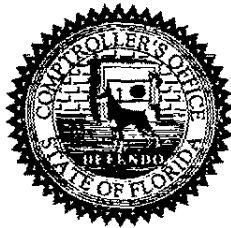


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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA
TALLAHASSEE 32399-0350

FILED
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DATE: December 16, 2002

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: THE PALM BANK
Tampa, Hillsborough County
(Approved but Unopened Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using **TODAY** as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Division of Banking
101 East Gaines Street
Fletcher Building, 6th Floor
Tallahassee, FL 32399-0350
- (2) Two copies to: Mr. Richard P. Hunt
Kendrick Pierce & Company, Inc.
324 South Hyde Park Avenue, Suite 202
Tampa, Florida 33606
- (3) Uncertified copy to: Ms. Edie Fulcher
Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

Also 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.

**ARTICLES OF INCORPORATION
OF
THE PALM BANK**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 16 AM 9:35

The undersigned, acting as the incorporators of The Palm Bank (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 Palm Bank and its initial place of business shall be 612 South Dale Mabry Highway, Tampa, Hillsborough County, Florida 33609.

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 1,500,000. 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 \$3,700,000 of paid-in capital, to be derived from the issuance of 740,000 shares, as well as initial paid-in capital surplus of not less than \$3,300,000, all of which (paid-in capital and paid-in capital surplus) 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:

<u>Name</u>	<u>Street Address</u>
Michael C. Atkins	1213 South Druid Lane, Tampa, FL 33629
Albert E. Alfonso	1705 North 16 th Street, Tampa, FL 33605
Albert C. Anderson	4526 West Swann Avenue, Tampa, FL 33609
Ron K. Bailey	550 North Reo Street, Suite 300, Tampa, FL 33609
Cody F. Davis	100 North Tampa St., Suite 2950, Tampa, FL 33602
Bruce R. Ely	2609 North Dundee Street, Tampa, FL 33629
William L. Haines	1120 Fifth Avenue, New York, NY 10028
Eugene C. Langford	2605 Rubideaux Lane, Tampa, FL 33629
Michael A. May	4929 South Melrose Avenue, Tampa, FL 33629
Ronald W. Sadlowski, M.D.	5115 Longfellow Avenue, Tampa, FL 33629
K. C. Williams	1715 W. Cleveland, Tampa, FL 33606

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, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI


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 16th day of December 2002.



Michael C. Akins



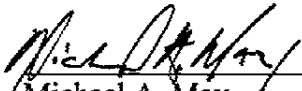
Albert C. Anderson



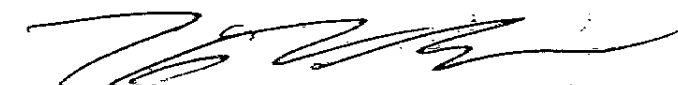
Cody F. Davis



William L. Haines




Michael A. May




K. C. Williams

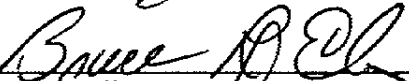
Incorporators:




Albert E. Alfonso




Ron K. Bailey



Bruce R. Ely



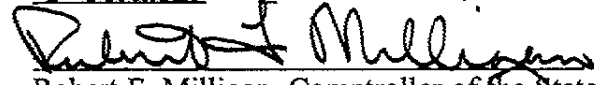
Eugene C. Langford



Ronald W. Sadlowski

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

The foregoing Articles of Incorporation of The Palm Bank are approved by the Department of Banking and Finance this 16th day of December 2002 at Tallahassee, Florida.

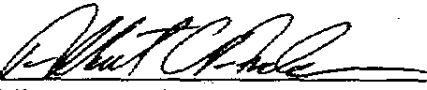


Robert F. Milligan, Comptroller of the State
of Florida and Head of the Department of
Banking and Finance

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, The Palm Bank, 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 Palm Bank

By 
Albert C. Anderson, 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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