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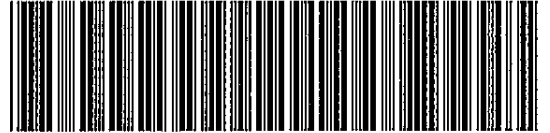
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OFFICE OF FINANCIAL INSTITUTIONS AND SECURITIES REGULATION

DATE: February 12, 2003

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Old Harbor Bank
Clearwater, Pinellas County, Florida
(Proposed New Bank)

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

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Institutions and Securities Regulation
Bank Regulation
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. Richard P. Hunt
Kendrick Pierce & Company
324 South Hyde Park Avenue, Suite 202
Tampa, Florida 33609
- (3) Uncertified copy to: Mr. Keith Kilgore
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
OLD HARBOR BANK**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 12 PM 2:04

The undersigned, acting as the incorporators of OLD HARBOR 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 OLD HARBOR BANK and its initial place of business shall be 2605 Enterprise Road East, Suite 100, Clearwater, Pinellas County, Florida 33759.

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 4,000,000. 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 \$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 J. Dean	1425 San Mateo Drive Dunedin, FL 34698
Austin L. Fillmon	90 Highland Avenue South Apartment 305 Tarpon Springs, FL 34689
James C. Hill, Jr.	3796 42nd Avenue South St. Petersburg, FL 33711
Brian M. Jones	211 Rue Des Chateaux Tarpon Springs, FL 34688
Carl H. Keltner	961 McLean Street Dunedin, FL 34698
Barry K. Miller	8115 Cottonwood Court Seminole, FL 33776
Gregory A. Mohr	3251 Birchwood Court Palm Harbor, FL 34683
Gary F. Queen	2801 Marrie Court Clearwater, FL 33761
William W. Short	2905 Deer Run South Clearwater, FL 33761

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 2420 Enterprise Road, Clearwater, Florida 33761, and the initial registered agent of the Corporation at such address is Barry K. Miller.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 29th day of January 2003.


Michael J. Dean

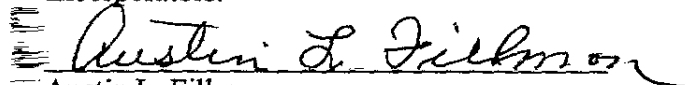

James C. Hill, Jr.


Carl H. Keltner


Gregory A. Mohr

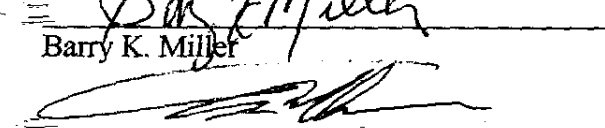

William W. Short

Incorporators:


Austin L. Fillmon

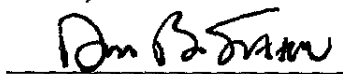

Brian M. Jones


Barry K. Miller


Gary F. Queen

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**APPROVAL OF ARTICLES OF INCORPORATION BY
THE OFFICE OF FINANCIAL INSTITUTIONS
AND SECURITIES REGULATION**

The foregoing Articles of Incorporation of OLD HARBOR BANK are approved by the Office of Financial Institutions and Securities Regulation of the Florida Department of Financial Services this 11th day of February 2003 at Tallahassee, Florida.


Don B. Saxon, Director of the Office of
Financial Institutions and Securities
Regulation