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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight NOV 29 2007

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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JOHN P. GREELEY

November 28, 2007

Via Federal Express

Ms. Karon Beyer
Department of State, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Oculina Banc Corp.

Dear Karon:

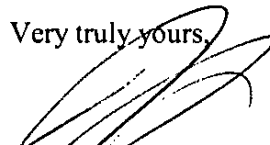
Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$78.75 (\$35.00 for filing fee, \$35.00 for registered agent designation and \$8.75 for one certified copy of the Articles of Incorporation); and
3. One photocopy of the executed Articles of Incorporation.
4. Letter dated November 28, 2007 from the Florida Office of Financial Regulation consenting to the use of the name by the holding company.

Please file the enclosed document as soon as possible and return to us one certified copy of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosures
Copy to:

Jeffrey A. Maffett
President and Chief Executive Officer



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

November 28, 2007

John P. Greeley, Esquire
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

Dear Mr. Greeley:

Re: Oculina Banc Corp.

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

Linda B. Charity
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

ARTICLES OF INCORPORATION

OF

OCULINA BANC CORP.

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Oculina Banc Corp.

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 50,000 with a par value of \$25.00 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Vero Beach, County of Indian River and State of Florida, and its address there shall be, at present, 780 U.S. 1, Vero Beach, Florida 32962, and the initial registered agent of the Corporation at that address shall be Jeffrey A. Maffett. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 780 U.S. 1, Vero Beach, Florida 32962.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Jeffrey A. Maffett	780 U.S. 1 Vero Beach, Florida 32962

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Jeffrey A. Maffett
780 U.S. 1
Vero Beach, Florida 32962

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

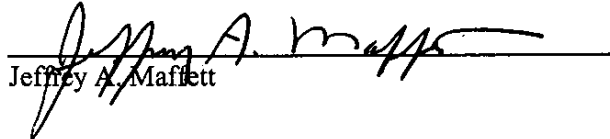
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions


The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 26th day of November, 2007.


Jeffrey A. Maffett

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 26th day of November, 2007, by Jeffrey A. Maffett.


Printed Name: Diana L. Crull
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

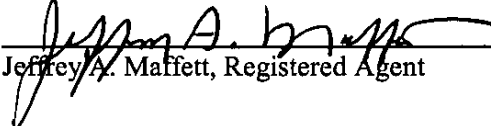
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Oculina Banc Corp.(the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Jeffrey A. Maffett as its Registered Agent to accept service of process within the State of Florida with its registered office located at 780 U.S. 1, Vero Beach, Florida 32962.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26th day of November, 2007.



Jeffrey A. Maffett, Registered Agent

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TALLAHASSEE, FLORIDA