

WERNER & BLANK CO., L.P.A.
A LEGAL PROFESSIONAL CORPORATION

705 WEST CENTRAL AVENUE
TALLAHASSEE, FL 32312
(419) 841-8881
FAX: 419-841-8380

P95000007513

January 18, 1995

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

600001388756
-01/25/95--01018--012
*****70.00 *****70.00

Re: Articles of Incorporation of Valrico Bancorp, Inc.

Dear Sir/Madam:

Enclosed please find the above referenced Articles of Incorporation for filing. Also enclosed is a check in the amount of \$70.00 to cover the fee.

Please note that we have a Name Reservation for Valrico Bancorp, Inc. on file with your office.

I have also enclosed a file copy to be time-stamped and returned to me in the stamped, self-addressed envelope.

If you have any questions, please contact me or Thomas Blank at (419) 841-8051.

Sincerely,

Elizabeth E. Waldrop

Elizabeth E. Waldrop
Legal Assistant

lw90671100\acct.duc

FILED
95 JAN 25 AM 9:15
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

BE 1/30/95

ARTICLES OF INCORPORATION
OF
VALRICO BANCORP, INC.

FILED
95 JUN 25 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

THE UNDERSIGNED Incorporator for the purpose of forming a corporation under The Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of said Corporation shall be:

Valrico Bancorp, Inc.

ARTICLE II

The place in the State of Florida where its principal office is to be located shall be:

1815 East State Road 60, Valrico, Florida 33594.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one million shares of common stock (1,000,000) all of which shall be without par value.

ARTICLE IV

The name and address of the initial registered agent is:

Larry R. Tracy
1815 East State Road 60
Valrico, FL 33594

ARTICLE V

The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the Corporation, or of the Directors, or of all of the shareholders:

The Board of Directors is expressly authorized to set apart, out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to purchase on behalf of the Corporation any shares issued by it to the extent permitted under The Florida Business Corporation Act.

Any meeting of the shareholders of the Board of Directors may be held at any place within or without the State of Florida in the manner provided for in the Bylaws of the Corporation. A special meeting of shareholders may be called in accordance with the requirements of the Bylaws of the Corporation as the same may be in effect from time to time, or by the shareholders if the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

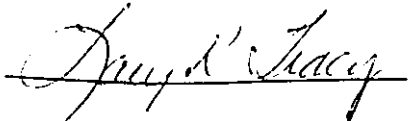
Any amendments to the Articles of Incorporation may be made from time to time, and any proposal or proposition requiring the action of shareholders may be authorized from time to time by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation.

ARTICLE VI

The Corporation shall indemnify its present and past Directors, officers, employees and agents, and such other persons as it shall have powers to indemnify, to the full extent permitted under, and subject to the limitations of, The Florida Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of January, 1995.

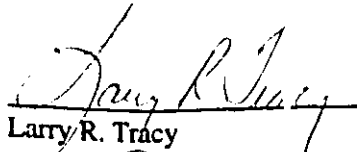
Larry R. Tracy, Incorporator



Name and Address of Incorporator:

Larry R. Tracy
1815 East State Road 60
Valrico, Florida 33594

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED HEREIN, I HEREBY ACCEPT THE 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.


Larry R. Tracy

Dated: Jan. 13, 1985

FILED
93 JAN 25 AM 9:15
TALLAHASSEE, FLORIDA