

GERRISH & MCCREARY, P.C.

700 Colonial Road, Suite 200
Memphis, Tennessee 38117
P.O. Box 242120
Memphis, Tennessee 38124-2120
Telephone: (901) 767-0900
Telecopier: (901) 684-2339

FILED
95 JUN 30 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***122.50 ***122.50

Nashville Office: Washington Square • 222 Second Avenue North, Suite 424 • Nashville, Tennessee 37201
Telephone: (615) 251-0900 • Telecopier: (615) 251-0975



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1995

GERRISH & MCCREARY, P.C.
ATTN: PHILIP K. SMITH
700 COLONIAL ROAD STE 200
MEMPHIS, TN 38124-2120

SUBJECT: AMERICAN BANCSHARES, INC.
Ref. Number: W95000012507

We have received your document for AMERICAN BANCSHARES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 695A00030143



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

95 JUN 30 PM 1:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 21, 1995

Phillip K. Smith, Esq.
Gerrish & McCreary, P.C.
700 Colonial Road, Suite 200
Post Office Box 242120
Memphis, Tennessee 38117

Dear Mr. Smith:

Re: "American Bancshares, Inc."

Reference is made to your letter/fax dated June 20, 1995, requesting approval of the above-referenced Florida corporation which will be a bank holding company for American Bank of Bradenton, Bradenton, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporation being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

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

**ARTICLES OF INCORPORATION
OF
AMERICAN BANCSHARES, INC.**

FILED
95 JUN 30 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopts the following Articles of Incorporation.

Article I

The name of the corporation shall be American Bancshares, Inc. and its initial place of business shall be 4702 Cortez Road West in the City of Bradenton, in the County of Manatee, in the State of Florida.

Article II

The corporation shall be organized for the purpose of operating as a registered bank holding company under the Bank Holding Company Act of 1956, as amended, and to engage in any lawful act or activity for which corporations may be organized under Florida law.

Article III

The total number of shares authorized to be issued by the corporation shall be 4,000,000. Such shares shall be of a single class and shall have a par value of \$1.175 per share.

Article IV

The name and address of the Registered Agent shall be Gerald L. Anthony, 4702 Cortez Road West, Bradenton, Florida 34210-2801.

Article V

The name and address of the Incorporator is Philip K. Smith, Gerrish & McCreary, P.C., 700 Colonial Road, Suite 200, Memphis, Tennessee 38117.


Article VI

The corporation is for profit.

Article VII

The business and affairs of this Corporation shall be managed and conducted by a Board of not less than five (5) directors who shall be elected annually by the shareholders at their annual meeting to be held during the first four months of each year after the Corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the shareholders by appropriate action of the shareholders at the next preceding annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision. The officers of the Corporation shall consist of a chairman of the board, a president, a cashier, and may include one or more vice presidents and such other officers as may be designated by the Bylaws of the Corporation, who shall be elected by the Board of Directors, at the same place, on the same day and immediately after said Board of Directors shall be elected by the shareholders.

In witness of the foregoing, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of June, 1995.


Philip K. Smith, Incorporator

CONSENT OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida statutes, the undersigned individual hereby accepts his appointment as Registered Agent of American Bancshares, Inc. and hereby agrees that process may be served on him for any action filed against American Bancshares, Inc. By signing below, the Registered Agent hereby affirmatively states that he is familiar with, and accepts the obligations accompanying his appointment as Registered Agent.


Gerald L. Anthony
Registered Agent for American Bancshares, Inc.

FILED
95 JUN 30 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GERRISH & MCCREARY, P.C.

P95000051203

Memphis, Tennessee 38124-7113
Telephone (901) 767-0900
Telecopier (901) 684-2439

November 9, 1995

VIA FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

*****16348888
11/14/95--01005--010
*****35.00 *****35.00

RE: American Bancshares, Inc., Bradenton, Florida

Dear Sir:

Enclosed with this letter you will find two copies of the Articles of Amendment to the Articles of Incorporation of American Bancshares, Inc. to be filed with the Florida Department of State. We have also enclosed a check in the amount of \$35.00 to cover the applicable filing fee. If you have any questions or comments regarding these Articles of Amendment, please do not hesitate to contact me.

Sincerely,

GERRISH & MCCREARY, P.C.

Philip K. Smith, Esq.

/ld
enclosures

cc: Edward Dean Wyke
Gerald L. Anthony
Jeffrey C. Gerrish
Ann W. Langston



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1995

Philip K. Smith, Esq.
Gerrish & McCreary, P.C.
P.O. Box 242120
Memphis, TN 38124-2120

SUBJECT: AMERICAN BANCSHARES, INC.
Ref. Number: P95000051203

We have received your document for AMERICAN BANCSHARES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 295A00051226

GERRISH & MCCREARY, P.C.

500 Colonial Road, Suite 200
Memphis, Tennessee 38117
P.O. Box 242120
Memphis, Tennessee 38124-2120
Telephone: (901) 767-0900
Telecopier: (901) 684-2339

November 27, 1995

VIA FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

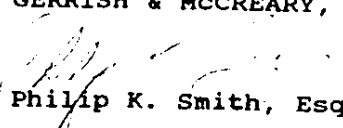
RE: American Bancshares, Inc., Bradenton, Florida

Dear Sir:

Enclosed with this letter you will find two copies of the Articles of Amendment to the Articles of Incorporation of American Bancshares, Inc. to be filed with the Florida Department of State. A check in the amount of \$35.00 to cover the applicable filing fee was previously received by the Department. Please note that Mr. Anthony is also a director of the company and has now been indicated as such. If you have any questions or comments regarding these Articles of Amendment, please do not hesitate to contact me.

Sincerely,

GERRISH & MCCREARY, P.C.


Philip K. Smith, Esq.

/ld
enclosures

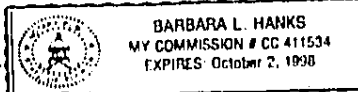
John Cook

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me on November 26, 1995 by Gerald L. Anthony and Barbara L. Hanks, the President and Secretary respectively, of American Bancshares, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced a Florida driver's license as identification and ~~did not take an~~ oath.

Barbara L. Hanks
Notary Public

My Commission Expires: _____



The foregoing Amendment is hereby approved this _____ day of _____, 1995.

COMPTROLLER OF FLORIDA
Department of Banking and Finance
