

P 95000085453

INTER-OFFICE
COMMUNICATION

COMPTROLLER OF FLORIDA
DIVISION OF BANKING

DATE: June 27, 1997
TO: Louise Flemming-Jackson
Department of State - Division of Corporations
FROM: Bruce Ricca, Licensing and Chartering *BR*
SUBJ: Merger of Family Bank with and into Republic Security
Bank and under the title of "Republic Security Bank"

Please file the attached "Plan of Merger and Merger Agreement" for the above-referenced institutions, using 9:00 a.m., JUNE 30, 1997, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
Fletcher Building, Suite 636
- (2) One copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449
- (3) One copy to: Mr. Gregory K. Bader
Gunster, Yoakley et al
Phillips Point
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401-6194

FILED
97 JUN 27 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 414-8066.

EFFECTIVE DATE

6-30-97

BR:a:mergeart

Attachments

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District II

400002227844--0
-07/01/97--01067--005
****227.50 ****227.50

FILING 70.00
R. AGENT
CERT. COPY 157.50
CUS
OVERPAYMENT
TOTAL 227.50

LFT 6-30-97

P95000085453

ARTICLES OF MERGER
Merger Sheet

MERGING:

FAMILY BANK, a Florida corporation (Document #J07162)

INTO

REPUBLIC SECURITY BANK, a Florida corporation, P95000085453

File date: June 27, 1997, effective June 30, 1997

Corporate Specialist: Louise Flemming-Jackson



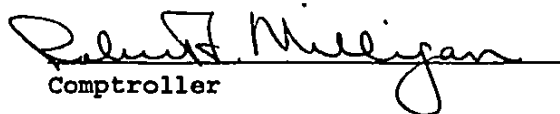
ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
97 JUN 27 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on April 15, 1997, to merge Family Bank, Hallandale, Broward County, Florida, with and into Republic Security Bank, West Palm Beach, Palm Beach County, Florida, and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Plan of Merger and Merger Agreement", which contains the Articles of Incorporation of Republic Security Bank (the resulting bank), so that effective at 9:00 a.m., JUNE 30, 1997, they shall read as stated herein.

Signed on this 12TH day
of June, 1997.


Comptroller

CERTIFICATE OF CORPORATE RESOLUTIONS

The undersigned, JOSEPH C. DORSEY, Secretary of FAMILY BANK, a Florida State Bank ("FAMILY BANK"), hereby certifies that the following Resolutions were adopted by a majority vote of the Shareholders of FAMILY BANK at a duly and properly called Special Meeting of the Shareholders held on the 26th day of June, 1997:

BE IT RESOLVED, that the Agreement and Plan of Merger dated as of January 7, 1997, by and among FAMILY BANK, REPUBLIC SECURITY FINANCIAL CORPORATION and REPUBLIC SECURITY BANK, providing for the merger of FAMILY BANK with and into REPUBLIC SECURITY BANK, a wholly owned subsidiary of REPUBLIC SECURITY FINANCIAL CORPORATION, is hereby approved, confirmed and ratified in all respects; and

BE IT RESOLVED, that the Plan of Merger and Merger Agreement dated as of January 7, 1997, by and between FAMILY BANK and REPUBLIC SECURITY BANK, which is the instrument to be filed with the Florida Department of Banking and Finance to effect the merger of FAMILY BANK with and into REPUBLIC SECURITY BANK is hereby approved, confirmed and ratified in all respects; and it is

FURTHER RESOLVED, that the Officers and Directors of FAMILY BANK be and the same are hereby authorized and directed to take such further actions that are necessary and proper to execute any and all documentation for the purpose of fulfilling all of the obligations imposed upon FAMILY BANK in order to consummate and fully effectuate both of the above-described Resolutions.

In connection with the Shareholder approvals of the above-described Resolutions, Shareholders holding an aggregate of NONE shares of the FAMILY BANK Common Stock exercised dissenters' rights pursuant to Section 658.44 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Secretary of FAMILY BANK has hereunto set his hand and seal this 26th day of June, 1997.



JOSEPH C. DORSEY Secretary

UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
OF
REPUBLIC SECURITY BANK

In lieu of a special meeting of the SHAREHOLDERS of Republic Security Bank (the "Bank"), the undersigned, being all of the SHAREHOLDERS of the Bank, do hereby consent to the adoption of, and do hereby adopt, the following:

RESOLVED, that the Agreement and Plan of Merger, dated as of January 7, 1997 (the "Merger Agreement"), by and among Republic Security Financial Corporation ("RSFC"), Family Bank ("Family") and this Bank providing for the merger of Family with and into the Bank (The "Merger") is hereby approved; and

FURTHER RESOLVED, that the Plan of Merger and Merger Agreement, dated as of January 7, 1997 (the "Plan of Merger"), by and among Family and the Bank, is approved and the officers of the Bank shall be instructed to file such Plan of Merger with the Florida Department of Banking and Finance to effect the Merger; and

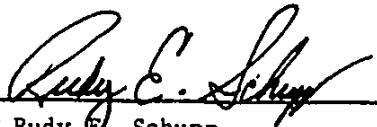
FURTHER RESOLVED, that each officer of the Bank is authorized, empowered and directed, in the name of and on behalf of the Bank, to take such additional action and to execute and deliver (and, to the extent appropriate, to file with governmental agencies) such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of any such agreements, documents and instruments to be conclusively evidenced thereby; and

FURTHER RESOLVED, that each and every action the directors and officers of the Bank have taken in the name of and on behalf of the Bank, including the execution, delivery, filing and recording of any and all agreements, documents and instruments and the performance of all actions and things necessary, desirable or appropriate in order to effectuate the Merger and the purposes and intents of the foregoing resolutions, is ratified and approved.

Dated as of June 20, 1997

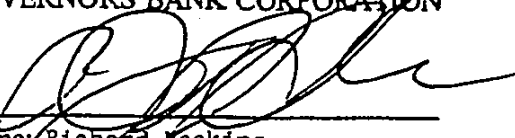
REPUBLIC SECURITY FINANCIAL
CORPORATION

By


Name: Rudy E. Schupp
Title: President

GOVERNORS BANK CORPORATION

By


Name: Richard Maskins
Title: Vice President

EFFECTIVE DATE

6-30-97

FILED

original

PLAN OF MERGER AND MERGER AGREEMENT

97 JUN 27 AM 8:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 658.42 of the Florida Statutes, the undersigned banks do hereby adopt and enter into this Plan of Merger and Merger Agreement for the purpose of merging (the "Merger") Family Bank, a Florida state bank, into Republic Security Bank, a Florida state bank:

(a) The name of each constituent bank and the specific location of its main office are as follows:

1. Republic Security Bank
4400 Congress Avenue
West Palm Beach, Florida 33407

The specific location of each of its branch offices is set forth on Schedule 1.1 attached hereto.

2. Family Bank
1000 East Hallandale Beach Boulevard
Hallandale, Florida 33009

The specific location of each of its branch offices is set forth on Schedule 1.2 attached hereto.

(b) With respect to the resulting state bank:

1. The name and the specific location of the proposed main office are:

Republic Security Bank
4400 Congress Avenue
West Palm Beach, Florida 33407

The name of each of its branch offices will be Republic Security Bank. The specific location of each of its branch offices is set forth on Schedules 1.1 and 1.2 attached hereto.

2. The name and address of each director who is to serve until the next meeting of the shareholders at which directors are elected are set forth on Schedule 2.1 attached hereto.

3. The name and address of each executive officer are set forth on Schedule 2.2 attached hereto.

4. The resulting bank will have a single class of common stock, par value \$5.00 per share ("Républic Common Stock"), consisting of 5,000,000 authorized shares, of which 1,280,490 are outstanding. The amount of the surplus fund will be \$25,956,000 and the amount of retained earnings will be \$18,854,000.

5. The resulting bank is not to have trust powers.

6. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 2.3.

(c) The terms for the exchange of shares of Family Bank for shares of Republic Security Financial Corporation, the holding company of Republic Security Bank ("RSFC"), are as follows:

1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of Family Bank, par value \$5.00 per share ("Family Common Stock"), shall, by virtue of the Merger and without any action by the holder thereof, be converted into 13 shares of the common stock of RSFC, par value \$.01 per share ("RSFC Common Stock"). At the Effective Time, each issued and outstanding share of Republic Common Stock shall remain issued and outstanding and unaffected by the Merger. In the event that prior to the Effective Time, RSFC Common Stock shall be changed to a different number of shares, or a different class of shares by reason of any recapitalization or reclassification, stock dividend, combination, stock split or reverse stock split, an appropriate and proportionate adjustment shall be made in the number of shares of RSFC Common Stock into which Family Common Stock shall be converted.

2. At the Effective Time, each outstanding option to purchase shares of Family Common Stock listed on Schedule 3.1 hereof ("Family Stock Options") shall be assumed by RSFC. Each Family Stock Option shall be deemed to constitute an option to acquire, on the same terms and conditions as were applicable under such Family Stock Option, the same number of shares of RSFC Common Stock as the holder of such Family Stock Option would have been entitled to receive pursuant to the Merger had such holder exercised such option in full immediately prior to the Effective Time, at a price per share equal to (y) the aggregate exercise price for the shares of Family Common Stock otherwise purchasable pursuant to such Family Stock Option divided by (z) 13. Any Family Stock Option which would terminate as a result of the termination of employment of the holder thereof shall continue in effect through the later of (i) 90 days after the date of such termination of

employment or (ii) the one-year anniversary of the Effective Time (but in no event later than the expiration date of the option).

3. The "Effective Time" shall mean the date requested by Republic Security Bank, as soon as practicable after the delivery of this Plan of Merger and Merger Agreement and certified resolutions to the Florida Department of Banking and Finance (the "Department").

(d) This Plan of Merger and Merger Agreement is subject to approval by the Department and by the shareholders of Family Bank and of Republic Security Bank.

(e) Any holder of Family Common Stock with respect to which dissenters' rights are granted by reason of the merger under Section 658.44, Florida Statutes, and who does not vote in favor of the Merger and who otherwise complies with Section 658.44 ("Family Dissenting Shares") shall not be entitled to receive shares of RSFC Common Stock pursuant to Paragraph (c)(1) hereof, unless such holder fails to perfect, effectively withdraws or loses his right to dissent from the Merger under Section 658.44. Such holder shall be entitled to receive only the payment provided for by Section 658.44. If any such holder so fails to perfect, effectively withdraws or loses his dissenters' rights, his Family Dissenting Shares shall thereupon be deemed to have been converted, as of the Effective Time, into the right to receive shares of RSFC Common Stock pursuant to Paragraph (c)(1) hereof.

IN WITNESS WHEREOF, the parties have duly executed this Plan of Merger and Merger Agreement as of January 7, 1997.

REPUBLIC SECURITY BANK

By: 

Rudy E. Schupp,
President

FAMILY BANK

By: 

Carol R. Owen,
President

SCHEDULE 1.1

851 W. Indiantown Road
Jupiter, Florida 33458

5061 W. Atlantic Avenue,
Delray Beach, Florida 33484

9860 Alt. A1A
Palm Beach Gardens, Florida 33410

603 Village Blvd.
West Palm Beach, Florida 33407

4871 Okeechobee Blvd.
West Palm Beach, Florida 33417

1301 N. Congress Avenue
Boynton Beach, Florida 33426

7601 N. Federal Highway
Boca Raton, Florida 33487

600 N. Homestead Blvd.
Homestead, Florida 33030

777 South Flagler Drive
West Palm Beach, Florida 33401

SCHEDULE 1.2

5991 Ravenswood Road
Fort Lauderdale, Florida

4991 South State Road #7
Davie, Florida

1220 South State Road #7
Hollywood, Florida

2630 Weston Road
Fort Lauderdale, Florida

12396 West Sunrise Boulevard
Plantation, Florida

18395 Pines Boulevard
Pembroke Pines, Florida

SCHEDULE 2.1

Paula Berliner
1630 Diplomat Parkway
Hollywood, Florida 33019

Joseph D. Cesarotti, Sr.
7210 Gleneagle Drive
Miami Lakes, Florida 33014

H. Gearl Gore
610 Xanadu Place
Jupiter, Florida 33477

Mary Anna Fowler
1845 Royal Palm Way
Boca Raton, Florida 33432

Richard J. Haskins
117 Sea Steppes Court
Jupiter, Florida 33477

Eugene W. Hughes, Jr.
11930 N.W. 21st Street
Pembroke Pines, Florida 33036

Lennart E. Lindahl, Jr.
944 Marlin Circle
Jupiter, Florida 33458

Carol R. Owen
519 Palm Drive
Hallandale, Florida 33009

Richard C. Rathke
364 Golfview Road, #201
North Palm Beach, Florida 33048

Rudy E. Schupp
706 Xanadu Place
Jupiter, Florida 33477

Victor H. Siegel, M.D.
317 Ridge Road
Jupiter, Florida 33477

William F. Spitznagel
19500 Loxahatchee River
Jupiter, Florida 33458

Bruce E. Wiita, M.D.
848 Lakeside Drive
North Palm Beach, Florida 33408

William Wolfson
11848 Fountainside Circle
Boynton Beach, Florida 33437

SCHEDULE 2.2

NAME	OFFICE
Rudy E. Schupp	Chairman of the Board and Chief Executive Officer:
Carol R. Owen	Chairman of the Board, Broward County
Richard J. Haskins	Executive Vice President
Bruce Keir	Executive Vice President, Broward County
Roger Savage	Senior Vice President, Business Banking
Jon Williams	Divisional Vice President, Loan Administration
Andrew Kirkman	Vice President, Personal Banking
Joan Schimelman	Vice President, Human Resources and Marketing/Advertising
Carla Pollard	Vice President, Controller
Nancy Nadeau	Vice President, Operations Administration
Daniel Benson	Vice President, Business Banking
Terry G. Dahms	Vice President, Mortgage Trading
David Shaffer	Unit Vice President, Consumer Lending
Dotty Perkins	Unit Vice President, Operations
Thomas Good	Unit Vice President, Mortgage Banking
Brendan Boyle	Unit Vice President, Credit Administration
Melissa Chaple	Unit Vice President, Commercial Lending
James Shofner	Unit Vice President, Commercial Lending

The address for each executive officer is:

c/o Republic Security Bank
4400 Congress Avenue
West Palm Beach, Florida 33407

SCHEDULE 2.3

ARTICLES OF INCORPORATION
OF
REPUBLIC SECURITY BANK

FILED
95 NOV -8 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be Republic Security Bank and its initial place of business shall be at 4400 Congress Avenue in the City of West Palm Beach, 33407-3288, in the County of Palm Beach and the State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers and management of banking corporations. (This bank is incorporated by conversion from a federal savings and loan association organized under the laws of the United States of America, herein the "National Corporation", to a Florida savings and loan association and, as permitted by and pursuant to authority granted by Section 655.411, Florida Statutes, immediately converted into a State-chartered bank under the laws of the State of Florida.) In accordance with the provisions of Title 12 United States Code Section 214, this corporation is deemed to be the same business and corporate entity as Republic Security Bank, FSB, although as to rights, powers, and duties this corporation is a State Bank under the laws of the State of Florida and any reference to Republic Security Bank in any contract, will, or document shall be considered a reference to this corporation if not inconsistent with the provisions of the contract, will or document or applicable law. Likewise, this corporation shall be deemed to be the same business and corporate entity as Republic Security Bank, FSB with all of the rights, powers and duties of Republic Security Bank, FSB except as limited by the charter and the bylaws of this corporation, and any reference to Republic Security Bank in any writing, whether executed or taking effect before or after the conversion, shall be deemed a reference to this corporation if not inconsistent with the other provisions of such writing. The conversion shall be effective as of the date of this filing. The franchise of Republic Security Bank, FSB as a federal savings and loan association shall automatically terminate upon the effective date of the conversion as provided by law.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 5,000,000. Such shares shall be of a single class of common stock and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$3,500,000 in paid-in common capital stock to be divided into 700,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$10,000,000 and the amount of undivided profits, not less than \$5,000,000 all of which (capital, stock, surplus and undivided profits) shall be paid in cash.

ARTICLE IV

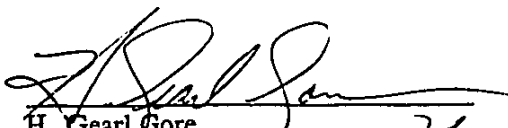
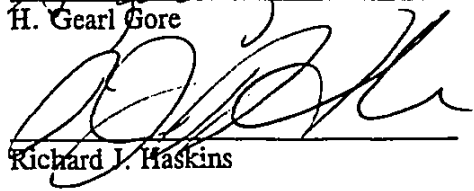

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Code.

ARTICLE V

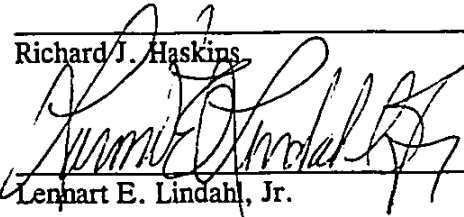
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
H. Gearl Gore	610 Xanadu Place Jupiter, FL 33477
Richard J. Haskins	117 Sea Steppes Court Jupiter, FL 33477
Lennart E. Lindahl, Jr.	944 Marlin Circle Jupiter, FL 33458
Richard C. Rathke	364 Golfview Road #201 North Palm Beach, FL 33048
Rudy E. Schupp	706 Xanadu Place Jupiter, FL 33477
Victor H. Siegel, M.D.	317 Ridge Road Jupiter, FL 33477
William F. Spitznagel	19500 Loxahatchee River Jupiter, FL 33458
Bruce E. Wiita, M.D.	848 Lakeside Drive North Palm Beach, FL 33408
William Wolfson	11848 Fountainside Circle Boynton Beach, FL 33437


In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30 day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
 H. Gearl Gore	610 Xanadu Place Jupiter, FL 33477
 Richard J. Haskins	117 Sea Steppes Court Jupiter, FL 33477
 Lennart E. Lindahl, Jr.	944 Marlin Circle Jupiter, FL 33458
 Richard C. Rathke	364 Golfview Road, #201 North Palm Beach, FL 33408
 Rudy E. Schupp	706 Xanadu Place Jupiter, FL 33477
 Victor H. Siegel, M.D.	317 Ridge Road Jupiter, FL 33477
 William F. Spitznagel	19500 Loxahatchee River Jupiter, FL 33458
 Bruce E. Wiita, M.D.	848 Lakeside Drive North Palm Beach, FL 33408
 William Wolfson	11848 Fountainside Circle Boynton Beach, FL 33437

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30 day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>H. Gearl Gore</u>	610 Xanadu Place Jupiter, FL 33477
<u>Richard J. Haskins</u> 	117 Sea Steppes Court Jupiter, FL 33477
<u>Lennart E. Lindahl, Jr.</u>	944 Marlin Circle Jupiter, FL 33458
<u>Richard C. Rathke</u>	364 Golfview Road, #201 North Palm Beach, FL 33408
<u>Rudy E. Schupp</u>	706 Xanadu Place Jupiter, FL 33477
<u>Victor H. Siegel, M.D.</u>	317 Ridge Road Jupiter, FL 33477
<u>William F. Spitznagel</u>	19500 Loxahatchee River Jupiter, FL 33458
<u>Bruce E. Wiita, M.D.</u>	848 Lakeside Drive North Palm Beach, FL 33408
<u>William Wolfson</u>	11848 Fountainside Circle Boynton Beach, FL 33437

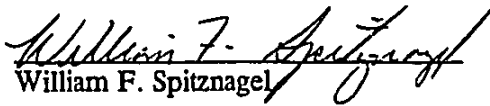
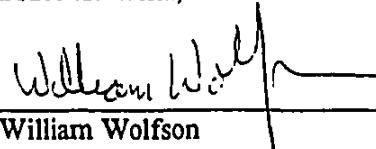
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30th day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>H. Gearl Gore</u>	610 Xanadu Place Jupiter, FL 33477
<u>Richard J. Haskins</u>	117 Sea Steppes Court Jupiter, FL 33477
<u>Lennart E. Lindahl, Jr.</u>	944 Marlin Circle Jupiter, FL 33458
<u> Richard C. Rathke</u>	364 Golfview Road, #201 North Palm Beach, FL 33408
<u>Rudy E. Schupp</u>	706 Xanadu Place Jupiter, FL 33477
<u>Victor H. Siegel, M.D.</u>	317 Ridge Road Jupiter, FL 33477
<u>William F. Spitznagel</u>	19500 Loxahatchee River Jupiter, FL 33458
<u>Bruce E. Wiita, M.D.</u>	848 Lakeside Drive North Palm Beach, FL 33408
<u>William Wolfson</u>	11848 Fountainside Circle Boynton Beach, FL 33437

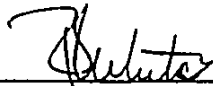
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30th day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>H. Gearl Gore</u>	610 Xanadu Place Jupiter, FL 33477
<u>Richard J. Haskins</u>	117 Sea Steppes Court Jupiter, FL 33477
<u>Lennart E. Lindahl, Jr.</u>	944 Marlin Circle Jupiter, FL 33458
<u>Richard C. Rathke</u>	364 Golfview Road, #201 North Palm Beach, FL 33408
<u>Rudy E. Schupp</u>	706 Xanadu Place Jupiter, FL 33477
<u>Victor H. Siegel, M.D.</u>	317 Ridge Road Jupiter, FL 33477
<u>William F. Spitznagel</u>	19500 Loxahatchee River Jupiter, FL 33458
<u>Bruce E. Wiita, M.D.</u>	848 Lakeside Drive North Palm Beach, FL 33408
<u>William Wolfson</u>	11848 Fountainside Circle Boynton Beach, FL 33437

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30th day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>H. Gearl Gore</u>	610 Xanadu Place Jupiter, FL 33477
<u>Richard J. Haskins</u>	117 Sea Steppes Court Jupiter, FL 33477
<u>Lennart E. Lindahl, Jr.</u>	944 Marlin Circle Jupiter, FL 33458
<u>Richard C. Rathke</u>	364 Golfview Road, #201 North Palm Beach, FL 33408
<u>Rudy E. Schupp</u>	706 Xanadu Place Jupiter, FL 33477
<u>Victor H. Siegel, M.D.</u>	317 Ridge Road Jupiter, FL 33477
<u> William F. Spitznagel</u>	19500 Loxahatchee River Jupiter, FL 33458
<u>Bruce E. Wiita, M.D.</u>	848 Lakeside Drive North Palm Beach, FL 33408
<u> William Wolfson</u>	11848 Fountainside Circle Boynton Beach, FL 33437

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30th day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>H. Gearl Gore</u>	610 Xanadu Place Jupiter, FL 33477
<u>Richard J. Haskins</u>	117 Sea Steppes Court Jupiter, FL 33477
<u>Lennart E. Lindahl, Jr.</u>	944 Marlin Circle Jupiter, FL 33458
<u>Richard C. Rathke</u>	364 Golfview Road, #201 North Palm Beach, FL 33408
<u>Rudy E. Schupp</u>	706 Xanadu Place Jupiter, FL 33477
<u>Victor H. Siegel, M.D.</u>	317 Ridge Road Jupiter, FL 33477
<u>William F. Spitznagel</u>	19500 Loxahatchee River Jupiter, FL 33458
 <u>Bruce E. Wiita, M.D.</u>	848 Lakeside Drive North Palm Beach, FL 33408
<u>William Wolfson</u>	11848 Fountainside Circle Boynton Beach, FL 33437

Approved by the Department of Banking and Finance this 2ND day of NOVEMBER
1995.

Tallahassee, Florida

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

FILED
95 NOV -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

125658

SCHEDULE 3.1

Schedule 2.2 (A)

Family Stock Options

Optionee	Date of Grant	Exercise Period		Number of Shares	Price	Extended Amount
		Beginning	Ending			
<u>Directors (Non-Qualified)</u>						
Carol R Owen	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
Eugene W Hughes	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
Louis R Bianculli	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
Joseph D Cesarotti	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
Mary Anna Fowler	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
Lynn W Fromberg	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
Palua Berliner	14-Sep-93	14-Mar-94	14-Mar-2003	550	21.38182	11,760.00
				<u>3,850</u>		<u>82,320.00</u>
<u>Officer (Non-Qualified)</u>						
Bruce M Keir	25-Feb-94		24-Oct-2001	2,750	14.87273	40,900.00
				<u>2,750</u>		<u>40,900.00</u>
<u>Directors (Non-Qualified)</u>						
Carol R Owen	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
Eugene W Hughes	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
Louis R Bianculli	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
Joseph D Cesarotti	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
Mary Anna Fowler	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
Lynn W Fromberg	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
Palua Berliner	13-Apr-94	13-Apr-94	14-Apr-2004	5,819	27.02	157,229.38
				<u>40,733</u>		<u>1,100,605.66</u>
<u>Officers (Qualified)</u>						
Carol R Owen	13-Apr-94	13-Apr-95	13-Apr-2004	5,819	27.02	157,229.38
Bruce M Keir	13-Apr-94	13-Apr-95	13-Apr-2004	5,819	27.02	157,229.38
Fred Hertzner	13-Apr-94	13-Apr-95	13-Apr-2004	5,819	27.02	157,229.38
Joseph C Dorsey	13-Apr-94	13-Apr-95	13-Apr-2004	3,300	27.02	89,166.00
D Phillip Stephens	13-Apr-94	13-Apr-95	13-Apr-2004	3,300	27.02	89,166.00
Sandra McNally	13-Apr-94	13-Apr-95	13-Apr-2004	3,300	27.02	89,166.00
Margaret Denke	13-Apr-94	13-Apr-95	13-Apr-2004	3,300	27.02	89,166.00
Jonathan Levine	26-Sep-96	26-Sep-97	26-Sep-2006	3,300	32.00	105,600.00
Donald Price	13-Apr-94	13-Apr-95	13-Apr-2004	1,760	27.02	47,556.20
Matt Korshoff	26-Sep-96	26-Sep-97	26-Sep-2006	1,760	32.00	56,320.00
Charles Muller	26-Sep-96	26-Sep-97	26-Sep-2006	1,155	32.00	36,960.00
Myrtle Corbin	26-Sep-96	26-Sep-97	26-Sep-2006	1,155	32.00	36,960.00
Paulette Bruno	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Judith Persan	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Linda Bohnert	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Grace Nasto	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Edward Fox, III	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Depathana Dell	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Diane Morgan	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Theresa Sanchez	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
Patricia Patta	13-Apr-94	13-Apr-95	13-Apr-2004	1,155	27.02	31,208.10
				<u>50,182</u>		<u>1,392,620.24</u>
				<u>97,515</u>		<u>2,618,445.80</u>