

P95000085453



Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: October 28, 1998

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

FROM: JP John A. Pullen, Licensing and Chartering

SUBJECT: Merger of First Bank of Florida into Republic Security Bank

Please file the attached "Merger Agreement" (original and 3 copies) for the above-referenced institutions, using 3:00 PM, October 29, 1998, as the effective time and date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350
- (2) One copy to: Federal Reserve Bank of Atlanta
104 Marietta Street, Northwest
Post Office Box 1731
Atlanta, Georgia 30303-1731
- (3) One copy to: Gregory K. Bader, Esquire
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401-6194

FILED
98 OCT 29 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check, in the amount of \$227.50, which represents payment of the applicable fees. Please issue a refund to the correspondent if there is an overpayment. If you have any questions, please call me at 414-8067.

JAP:bms

Attachments

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

Merger
LFS 10-30-98

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*****227.50 *****227.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST BANK OF FLORIDA, a Federal savings and loan association

INTO

REPUBLIC SECURITY BANK, a Florida corporation, P95000085453

File date: October 29, 1998

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

98 OCT 29 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on August 31, 1998, to merge First Bank of Florida, West Palm Beach, Palm Beach County, Florida, and 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 "Agreement and Plan of Merger", which contains the Articles of Incorporation of Republic Security Bank (the resulting bank), so that effective on October 29, 1998, they shall read as stated herein.

Signed on this 13th day of

October, 1998.


Comptroller

**PLAN OF MERGER
AND
MERGER AGREEMENT**

FILED
98 OCT 29 PM 3:00
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") **FIRST BANK OF FLORIDA**, a federal savings and loan association ("FBF"), with and into **REPUBLIC SECURITY BANK**, a Florida state bank ("Republic Security 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. First Bank of Florida
450 South Australian Avenue
West Palm Beach, Florida 33401

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 and specific location of each of its branch offices is set forth in 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 ("Republic Common Stock"), consisting of 100,000,000 authorized shares, of which 6,204,155 will be outstanding. The amount of the surplus fund will be \$88,468,000 and the amount of retained earnings will be \$80,889,000.
 5. The resulting bank will have trust powers.
 6. The resulting bank will appoint Daniel O. Sokoloff, M.D., Fred A. Greene and R. Randy Guemple as additional directors.
 7. 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 FBF for shares of Republic Security Bank, are as follows:
1. At the Effective Time, each of the issued and outstanding shares of the common stock of FBF, par value \$1.00 per share ("FBF Common Stock"), shall, by virtue of the Merger and without any action by the holder thereof, be converted into 3,760 shares of Republic 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, Republic 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 Republic Common Stock into which FBF Common Stock shall be converted.
 2. The "Effective Time" shall mean 3:00 pm on 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) For purposes of granting a limited priority claim to the assets of Republic Security Bank in the unlikely event (and only upon such event) of a complete liquidation of Republic Security Bank to persons who continue to maintain savings accounts with Republic Security Bank after the Merger and who, immediately prior to the Merger, had a subaccount balance as defined in 12 C.F.R. §563b.3(f)(4) with respect to the

liquidation account at FBF, Republic Security Bank shall, at the time of the Merger, establish a liquidation account in an amount equal to the liquidation account of FBF immediately prior to the Merger, which liquidation account shall participate *pari passu* with Republic Security Bank's existing liquidation account, if any. If the balance in any savings account to which a subaccount balance relates at the close of business on the last day of any fiscal year of Republic Security Bank after consummation of the Merger is less than the balance in such savings account at the close of business on the last day of any other fiscal year of Republic Security Bank after consummation of the Merger, such subaccount balance shall be reduced in an amount proportionate to the reduction in such savings account balance. No subaccount balance shall be increased, notwithstanding any increase in the balance of the related savings account. If such related savings account is closed, such subaccount balance shall be reduced to zero upon such closing; *provided, however*, that the subaccount balance shall be maintained for as long as the account holder maintains an account with Republic Security Bank under the same social security number. If the event of a complete liquidation of Republic Security Bank, and only in such event, the amount distributable to each accountholder will be determined in accordance with the rules and regulations pertaining to conversions by a thrift from mutual to stock form of organization set forth in 12 C.F.R. §563b.3(f) on the basis of such accountholder's subaccount balance with Republic Security Bank at the time of its liquidation. No merger, consolidation, purchase of bulk assets with assumption of savings accounts and other liabilities, or similar transaction, whether or not Republic Security Bank is the surviving institution, will be deemed to be a complete liquidation for this purpose, and, in any such transaction, the liquidation account shall be assumed by the surviving institution.


- (e) This Plan of Merger and Merger Agreement is subject to approval by the Department and by the shareholders of FBF and of Republic Security Bank and subject to the consummation of the merger between First Palm Beach Bancorp, Inc. and Republic Security Financial Corporation.

IN WITNESS WHEREOF, the parties have duly executed this Plan of Merger and Merger Agreement as of July 31, 1998.

REPUBLIC SECURITY BANK

By: 
Name: Rudy Schupp
Title: Chairman/CEO

FIRST BANK OF FLORIDA

By: 
Name: R. Randy Guemple
Title: Executive Vice President

Schedule 1.1

Locations of Republic Security Bank Offices^(*)

JUPITER

900 West Indiantown Road
Jupiter, FL 33458

DELRAY

5061 West Atlantic Avenue
Delray Beach, FL 33484

PROMENADE

9860 Alternate A1A
Palm Beach Gardens, FL 33410

MAIN

4400 Congress Avenue
West Palm Beach, FL 33407

VILLAGE

603 Village Boulevard
West Palm Beach, FL 33409

CENTURY

4871 Okeechobee Boulevard
West Palm Beach, FL 33417

BOYNTON

1301 North Congress Avenue
Boynton Beach, FL 33426

BOCA

7601 North Federal Highway
Boca Raton, FL 33487

SAWGRASS

12396 West Sunrise Boulevard
Plantation, FL 33323

NORTH MIAMI BEACH

801 N.E. 167th Street
North Miami Beach, FL 33162

LINTON BOULEVARD

900 West Linton Boulevard
Delray Beach, FL 33444

PHILLIPS POINT

777 South Flagler Drive, Suite 148
West Palm Beach, FL 33401

LAKE WORTH

7300 Lake Worth Road
Lake Worth, FL 33467

HOMESTEAD

601 North Homestead Boulevard
Homestead, FL 33030

HALLANDALE

1000 E. Hallandale Beach Boulevard
Hallandale, FL 33009

DANIA

5991 Ravenswood Road
Fort Lauderdale, FL 33312

HOLLYWOOD

1220 South State Road #7
Hollywood, FL 33023

DAVIE

4491 South State Road #7
Davie, FL 33314

WESTON

2630 Weston Road
Fort Lauderdale, FL 33330

SILVER LAKES

18395 Pines Boulevard
Pembroke Pines, FL 33029

MIAMI LAKES

15700 N.W. 67th Avenue
Miami Lakes, FL 33014

SUNRISE

8120 West Oakland Park Boulevard
Sunrise, FL 33321

HIALEAH

1651 West 37th Street
Hialeah, FL 33012

CAMINO REAL

7400 West Camino Real
Boca Raton, FL 33433

AVENTURA

20801 Biscayne Boulevard
North Miami Beach, FL 33180

PEMBROKE PINES

12405 Taft Street
Pembroke Pines, FL 33028

BROWARD BOULEVARD

1401 East Broward Boulevard
Ft. Lauderdale, FL 33301

CALIFORNIA CLUB

850 Ives Dairy Road
Miami, FL 33179

BAY POINT

4770 Biscayne Boulevard
Miami, FL 33137

CORAL SPRINGS

2855 University Drive
Coral Springs, FL 33065

CORAL WAY

7171 Southwest 24th Street
Miami, FL 33155

PEMBROKE PINES EAST

8411 Pines Boulevard
Pembroke Pines, FL 33024

PRESIDENTIAL CIRCLE

3850 Hollywood Blvd.
Hollywood, FL 33021

PINES BOULEVARD

10001 Pines Boulevard
Pembroke Pines, FL 33024

ARVIDA

5131 Congress Avenue
Boca Raton, FL 33487

*The name of each of the above Republic Security Bank branches will remain "Republic Security Bank."

Schedule 1.2

Locations of First Bank of Florida Offices^(*)

SOUTHERN BOULEVARD

301 Southern Boulevard
West Palm Beach, FL 33405

WESTWARD

2701 Okeechobee Boulevard
West Palm Beach, FL 33409

LAKE PARK

500 Federal Highway
Lake Park, FL 33403

DELRAY EAST

95 NE 5th Avenue
Delray Beach, FL 33483

BOCA EAST

2400 Federal Highway
Boca Raton, FL 33431

BOYNTON

280 North Congress Avenue
Boynton Beach, FL 33426

LUCERNE AVENUE

531 Lucerne Avenue
Lake Worth, FL 33460

GALLERIA

165 Bradley Place
Palm Beach, FL 33480

GLADES ROAD

9033 Glades Road
Boca Raton, FL 33434

DELRAY WEST

4920 West Atlantic Avenue
Delray Beach, FL 33445

STUART

2285 SE Federal Highway
Stuart, FL 33494

GOLDEN LAKES

1950 Golden Lakes Boulevard
West Palm Beach, FL 33411

BLUFF SQUARE SHOPPES

4050 U.S. Highway One
Jupiter, FL 33477

GARDENS MALL

3101 PGA Boulevard
Palm Beach Gardens, FL 33477

PALM SPRINGS

2950 10th Avenue North
Lake Worth, FL 33461

ABERDEEN SQUARE

4956-22/23 LeChalet Boulevard
Boynton Beach, FL 33436

BOCA POLO

5030-F8 Champion Boulevard
Boca Raton, FL 33496

BOYNTON LAKES

4770-A North Congress Avenue
Lantana, FL 33462

PINEWOOD SQUARE

6338-52/53 Lantana Road
Lake Worth, FL 33461

ROYAL PALM BEACH

1135-A Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

STUART SQUARE

2160-A SE Federal Highway
Stuart, FL 34994

WELLINGTON

13841-A Wellington Trace
West Palm Beach, FL 33414

BOCA GARDENS

7050-29 West Palmetto Park Road
Boca Raton, FL 33433

CORAL CREEK

6572 North State Road 7, Bay #9
Coconut Creek, FL 33073

CLEMATIS

301 Clematis Street
West Palm Beach, FL 33401

FT. MYERS SOUTH

16970-A San Carlos Boulevard
Ft. Myers, FL 33908

LAKE WORTH ALBERTSONS

4481-A Lake Worth Road
Lake Worth, FL 33461

LAKE WORTH WEST

3979 Jog Road
Lake Worth, FL 33467

OKEECHOBEE

5405 Okeechobee Boulevard
West Palm Beach, FL 33417

PEMBROKE ISLE PLAZA

17171-A Pines Boulevard
Pembroke Pines, FL 33027

OAKLAND PARK

9919-A West Oakland Park Boulevard
Sunrise, FL 33351

WESTCHESTER

7807-A SW 40th Street
Miami, FL 33165

BONITA SPRINGS

26831-A South Tamiami Trail
Bonita Springs, FL 34135

BOYNTON BEACH MARKET

9839-A South Military Trail
Boynton Beach, FL 33436

UNIVERSITY

2201-A University Drive
Coral Springs, FL 33065

KENDALL LAKES

14655-A SW 56th Street
Miami, FL 33175

LAKEVIEW CENTER

1430 Coral Ridge Drive, Bay A2
Coral Springs, FL 33071

MISSION BAY

20409-A State Road 7
Boca Raton, FL 33434

SAWGRASS HUB

3495 Hiatus Road
Sunrise, FL 33351

TAMARAC

7100-A North University Drive
Tamarac, FL 33319

TURTLE RUN

6355-A Sample Road
Coral Springs, FL 33067

CAPE CORAL

127-A Cape Coral Parkway
Cape Coral, FL 33914

DEERFIELD BEACH

3701-A West Hillsboro Boulevard
Deerfield Beach, FL 33442

DELRAY TOWN CENTER

4801-A Linton Boulevard
Delray Beach, FL 33445

FT. MYERS CENTRAL

13401-A Summerlin Road
Ft. Myers, FL 33907

JONATHAN'S LANDING

17400-A Alternate A1A
Jupiter, FL 33477

PEMBROKE PINES EAST

8030-A Pines Boulevard
Pembroke Pines, FL 33024

RIVERWALK

7477 Riverwalk Circle, Suite 215
West Palm Beach, FL 33411

WEST PALM BEACH

1901-A Military Trail
West Palm Beach, FL 33409

WESTVIEW

9545-A Westview Drive
Coral Springs, FL 33076

COOPER CITY

10018-A Griffin Road
Cooper City, FL 33328

PORT ST. LUCIE

10105-A U.S. Highway One
Port St. Lucie, FL 34952

WEST PALM BEACH

450 South Australian Avenue
West Palm Beach, FL 33401

OAK

950 N.E. 50th Street
Oakland Park, FL
(anticipated December 1999)

NORTHLAKE

Northlake Boulevard & Military Trail
Palm Beach Gardens, FL
(anticipated May 2000)

Schedule 2.1

Names and Addresses of Directors

<u>Name</u>	<u>Address</u>	<u>Position with the Bank</u>
Rudy E. Schupp	706 Xanadu Place Jupiter, FL 33477	Chairman of the Board and Chief Executive Officer
Lennart E. Lindahl, Jr.	944 Marlin Circle Jupiter, FL 33458	Vice Chairman of the Board and Director
Carol R. Owen	519 Palm Drive Hallandale, FL 33009	Chairman of the Board Broward County and Director
Richard J. Haskins	117 Sea Steppes Court Jupiter, FL 33477	Executive Vice President and Director
Paula Berliner	1630 Diplomat Parkway Hollywood, FL 33019	Director
Joseph D. Cesarotti	7210 Gleneagle Drive Miami Lakes, FL 33014	Director
Mary Anna Fowler	1845 Royal Palm Way Boca Raton, FL 33432	Director
H. Gearl Gore	610 Xanadu Place Jupiter, FL 33477	Director
Eugene W. Hughes, Jr.	11930 N.W. 21st Street Pembroke Pines, FL 33036	Director
Richard C. Rathke	364 Golfview Road, #201 North Palm Beach, FL 33048	Director
Victor H. Siegel	317 Ridge Road Jupiter, FL 33477	Director
William F. Spitznagel	19500 Loxahatchee River Jupiter, FL 33458	Director

Bruce E. Wiita	848 Lakeside Drive North Palm Beach, FL 33408	Director
William Wolfson	11848 Fountainside Circle Boynton Beach, FL 33437	Director
George M. Apelian	2677 South Ocean Blvd., 4C Boca Raton, FL 33432	Executive Vice President - Dade County and Director
Dr. Thomas F. Carney	10205 Collins Avenue, #304 Bal Harbour, FL 33154	Director
Thomas J. Langan, Jr.	10539 Coralberry Way Boynton Beach, FL 33436	Director
Mary McCarty	1104 Vista del Mar Drive Delray Beach, FL 33483	Director

Schedule 2.2

Names and Addresses of Executive Officers

<u>Name</u>	<u>Address</u>
Bruce Keir	1644 Eastlake Way Weston, FL 33326
Andy Kirkman	15870 Rolling Meadow Circle Wellington, FL 33414
Carla Pollard	15740 73rd Terrace No Palm Beach Gardens, FL 33418
Roger Savage	12 Thurston Drive Palm Beach Gardens, FL 33418
Joan Schimelman	15551 Cedar Grove Lane West Palm Beach, FL 33414
Tom Tribby	129 W. Summa West Palm Beach, FL 33405
Jon Williams	111 Maplecrest Circle Jupiter, FL 33458
Rudy E. Schupp	11874 Lakeshore Drive North Palm Beach, FL 33408
Richard J. Haskins	1181 Morse Blvd. Singer Island, FL 33404
George Apelian	2677 South Ocean Blvd., 4C Boca Raton, FL 33432

Schedule 2.3

Articles of Incorporation

ARTICLES OF INCORPORATION
OF
REPUBLIC SECURITY BANK

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

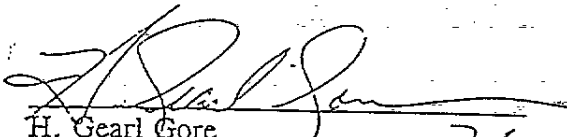
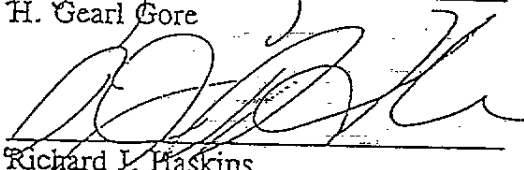
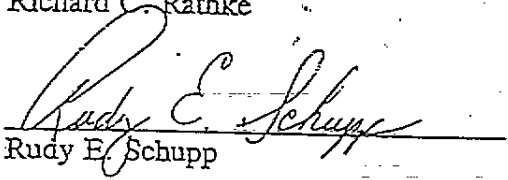
The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Code.

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

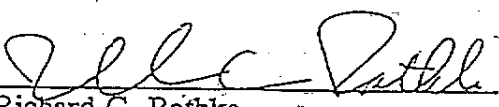
In witness of the foregoing, the undersigned directors have executed these Articles of
Incorporation this 30 day of October, A.D. 1995.

<u>NAME</u>	<u>STREET ADDRESS</u>
 H. Gearl Gore	610 Xanadu Place Jupiter, FL 33477
 Richard I. Maskins	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
 Rudy E. Schupp	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 30 day of October, A.D. 1995.

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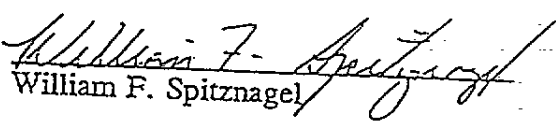
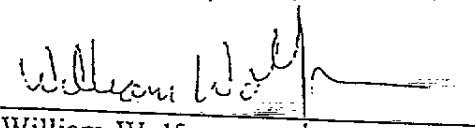
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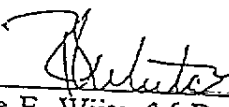
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<u>Lennart E. Lindahl, Jr.</u>	944 Marlin Circle Jupiter, FL 33458
<u>Richard C. Rathke</u>	364 Golfview Road, #201 North Palm Beach, FL 33408
<u>Rudy E. Schupp</u>	706 Xanadu Place Jupiter, FL 33477
<u>Victor H. Siegel, M.D.</u>	317 Ridge Road Jupiter, FL 33477
<u></u> William F. Spitznagel	19500 Loxahatchee River Jupiter, FL 33458
<u>Bruce E. Wilta, M.D.</u>	848 Lakeside Drive North Palm Beach, FL 33408
<u></u> William Wolfson	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
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<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

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
REPUBLIC SECURITY BANK

FILED
97 NOV -3 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 655.043, 658.30 and 607.1006 of the Florida Statutes, Republic Security Bank, a Florida chartered bank (the "Bank"), hereby amends its Articles of Incorporation as follows:

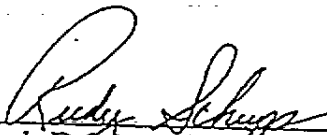
Article II is hereby amended to read as follows:

"ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with trust powers and with all rights, powers and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations."

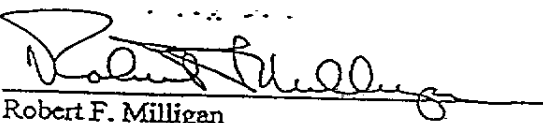
This Amendment was approved by the Board of Directors of the Bank at a meeting held on October 29, 1997 and by the holders of all of the issued and outstanding shares of common stock of the Bank by written consent, dated October 29, 1997, in accordance with Sections 607.0820 and 607.0704 of the Florida Statutes. These actions were sufficient to approve the foregoing amendment to the Bank's Articles of Incorporation.

Dated: October 29, 1997


Rudy E. Schupp, President

Approved by the Department of Banking and Finance, this 31 day of October, 1997.

Tallahassee, Florida


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

CERTIFICATE OF CORPORATE RESOLUTION

The undersigned, Richard J. Haskins, Secretary of Republic Security Bank, a Florida state bank (the "Bank"), hereby certifies that:

1. The attached Unanimous Written Consent of the Shareholders of the Bank was duly executed on 10/27/98 by all the shareholders of the Bank and that the corporate resolutions adopted therein are in full force and have not been superseded or rescinded.
2. In connection with the shareholder approval described above, no shareholder of the Bank exercised dissenters' rights pursuant to Sections 658.44(2)-(5), Florida Statutes.

By 

Name: Richard J. Haskins

Title: Secretary

Dated: 10/27/98

UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
OF
REPUBLIC SECURITY BANK

In lieu of a special meeting of the shareholders of Republic Security Bank (the "Bank"), the undersigned, being the sole shareholder of the Bank, does hereby consent to the adoption of, and does hereby adopt, the following:

RESOLVED, that the Plan of Merger and Merger Agreement, dated as of July 31, 1998 (the "Plan of Merger"), by and between First Bank of Florida 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 October 27, 1998.

REPUBLIC SECURITY FINANCIAL
CORPORATION

By 

Name: Richard H. Haskins

Title: Executive Vice President / CFO

CERTIFICATE OF CORPORATE RESOLUTIONS

The undersigned, John C. Trammel, Secretary of FIRST BANK OF FLORIDA ("FBF"), hereby certifies that:

1. The following resolutions were adopted by the sole Shareholder of FBF by consent on the 27th day of October, 1998:

BE IT RESOLVED that the Plan of Merger and Merger Agreement, dated as of July 31, 1998, by and between Republic Security Bank ("Republic Security") and FBF, providing for the merger of FBF with and into Republic Security (the "Merger"), which is also the instrument to be filed with the Florida Department of Banking and Finance to effect the Merger, is hereby approved, confirmed and ratified in all respects; and it is

FURTHER RESOLVED, that each proper officer of FBF is authorized, empowered and directed, in the name of and on behalf of FBF, 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 resolution, 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 it is

FURTHER RESOLVED, that each and every action the directors and officers of FBF have taken in the name of and on behalf of FBF, 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.

2. In connection with the shareholder approval described above, the sole Shareholder of FBF common stock did not exercise dissenters' rights pursuant to Section 552.14 of the regulations of the Office of Thrift Supervision.

IN WITNESS WHEREOF, the undersigned Secretary of FBF has hereunto set his hand and seal this 27th day of October, 1998.




John C. Trammel, Secretary