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Document Number Only

CT Corporation System
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Attn: Jeff Netherton

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*****78.75 *****78.75

CORPORATION(S) NAME

Newberry Bank
with
Republic Bank

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

12/11/98

per Bruce Ricca
with banking - no
approval required.

12/14/98
30
Sharp
Exchange

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF SHARE EXCHANGE
OF
NEWBERRY BANK
WITH
REPUBLIC SECURITY BANK**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 11 PM 2:58

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned banks do hereby make and execute these Articles of Share Exchange for the purpose of a share exchange between Newberry Bank ("Newberry") and Republic Security Bank ("Republic").

(a) The Plan of Share Exchange is as follows:

1. The name of the bank the shares of which will be acquired is: Newberry Bank. The name of the acquiring bank is: Republic Security Bank.

2. The terms and conditions of the exchange and the manner and basis of exchange of the shares to be acquired for cash is as follows:

(i) At the Effective Time, by virtue of the share exchange, all of the outstanding shares of common stock, \$100.00 par value, of Newberry ("Newberry Common Stock") shall, by operation of law, be transferred to Republic in exchange for the right to receive \$4611.03 per share (the "Cash Amount"), and all outstanding certificates representing shares of Newberry Common Stock shall thereafter represent solely the right to receive the Cash Amount per share; *provided, however*, outstanding shares of Newberry Common Stock for which dissenters' rights have been perfected shall not be converted into a right to receive the Cash Amount, but the holder thereof shall be entitled only to such rights as are granted by law.

(ii) At the Effective Time, the stock transfer books of Newberry shall be closed and there shall be no further registration of transfers of Newberry Common Stock thereafter. At and after the Effective Time, holders of certificates representing shares of Newberry Common Stock immediately prior to the Effective Time shall cease to have any rights with respect to Newberry Common Stock. The sole right of such holders shall be to receive the Cash Amount to which they are entitled by virtue of the share exchange.

(b) The Share Exchange shall be effective at 10:00 a.m. (the "Effective Time") on the date of filing with the Florida Department of State.

(c) The Plan of Share Exchange was duly adopted by the shareholders of Newberry on September 23, 1998. The Plan of Share Exchange was duly adopted by the shareholders of Republic on October 27, 1998.

Dated: December 10, 1998

REPUBLIC SECURITY BANK

By _____

Name:

Title:

NEWBERRY BANK

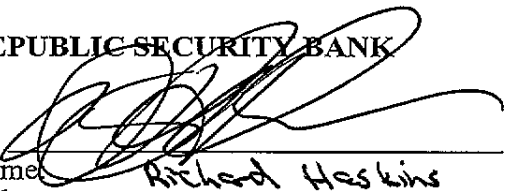
By Homer N. Cummings

Name: Homer N. Cummings

Title: Chairman of the Board

Dated: December 10, 1998

REPUBLIC SECURITY BANK

By 
Name: Richard Haskins
Title: Executive Vice President + CFO

NEWBERRY BANK

By _____
Name: _____
Title: _____