

Document Number

P4700044744

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002195388--4

-05/20/97--01079--010
*****70.00 *****70.00

FGBI Acquisition Corp.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

5/20/97

CR2E031 (1-89)

5/20/97 PM 1:27
JANUARY 20 1997

KEATING, MUETHING & KLEKAMP, P.L.L.
ATTORNEYS AT LAW

1800 PROVIDENT TOWER

ONE EAST FOURTH STREET

CINCINNATI, OHIO 45202

TELEPHONE (513) 579-6400

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May 13, 1997

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J. REAL GARDNER
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WILLIAM J. KEATING
SHERRY L. LINNE
COUNSEL

*ALSO ADMITTED IN KENTUCKY

Direct Dial: (513) 579-6953
E-Mail: KSmith@KMKlaw.com

Florida Secretary of State
Corporations Division
P.O. Box 5588
Tallahassee, Florida 32314

RE: Name Reservation


Dear Sir or Madam:

I would like to reserve the name FGBI Acquisition Corp. with your office for a period of 120 days.

I have included a check in the amount of \$35.00 for the required fee.

Please return the acknowledgment of this request to my attention using the self-addressed stamped envelope provided.

Sincerely,


KIMBERLEY S. SMITH
Legal Assistant

ret

Enclosure

468491.1

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
FGBI ACQUISITION CORP.

FILED
97 MAY 20 PM 3:05
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: FGBI ACQUISITION CORP., (the "Corporation").

SECOND: The street address of the initial principal office and, if different, the mailing address of the Corporation is: **Keating, Muething & Klekamp, 1 East Fourth Street, Provident Tower, 18th Floor, Cincinnati, Ohio 45202.**

THIRD: The number of shares the Corporation is authorized to issue is: **One Thousand (1,000) shares of Common Stock, \$.01 par value per share.**

FOURTH: The street address of the initial registered office of the Corporation is **c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324**, and the name of its initial registered agent at such address is **CT Corporation System.**

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **two (2)**, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

**Mark E. Magee, Esq.
Provident Bancorp, Inc.
One East Fourth Street
Cincinnati, Ohio 45202**

**Charles Sulerzyski
Provident Bancorp, Inc.
One East Fourth Street
Cincinnati, Ohio 45202.**

SIXTH: The name and address of the incorporator is:

**Edward E. Steiner, Esq.
Keating, Muething & Klekamp
1800 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202.**

- 2 -

The undersigned has executed these Articles of Incorporation this 19th day of May, 1997.

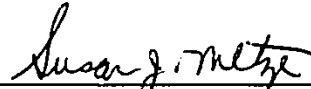


EDWARD E. STEINER
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501(3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED May 19, 1997.

By: 

Name:
Title:

Susan J. Metz
Assistant Secretary

469709.1

97 MAY 20 PM 3:05
FILED
FBI - MIAMI
U.S. DEPT. OF JUSTICE