

P97000068846

SMITH, MACKINNON, GREELEY, BOWDOIN & EDWARDS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JOHN P. GREELEY

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448

December 12, 1997

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: Gulf Coast Bancorp, Inc.

600002372216--2
-12/15/97-01074-019
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Articles of Incorporation submitted for filing;
2. One check in the amount of \$87.50 (\$35.00 for filing fee and \$52.50 for one certified copy of the Articles of Amendment to the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Restated Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. Lewis S. Albert

FILED
97 DEC 23 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH, MACKINNON, GREELEY, BOWDOIN & EDWARDS

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December 29, 1997

Via Federal Express

Ms. Karon Beyer
Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: Gulf Coast Bancorp, Inc.

Dear Karon:

Enclosed is the original of the Articles of Amendment to the Articles of Incorporation of Gulf Coast Bancorp, Inc. that was returned to me. Pursuant to our prior telephone conference, I am returning this document to you. It is my understanding that the enclosed document will reflect a filing date of December 23, 1997. I would appreciate it if you could return a certified copy of the enclosed to me at your earliest convenience. Thank you very much for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Lewis S. Albert, Chief Executive Officer w/o enclosure

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 DEC 23 PM 2:42



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1997

JOHN P. GREELEY, ESQ.
SMITH, MACKINNON, GREELEY, ET AL
P. O. BOX 2254
ORLANDO, FL 32802-2254

SUBJECT: GULF COAST BANCORP, INC.
Ref. Number: P97000068846

We have received your document for GULF COAST BANCORP, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00059695

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GULF COAST BANCORP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 PM 2:42

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of GULF COAST BANCORP, INC. are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE I. NAME

The name of the Corporation is Tarpon Coast Bancorp, Inc.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on December 12, 1997 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 12th day of December, 1997.

GULF COAST BANCORP, INC.

By: _____



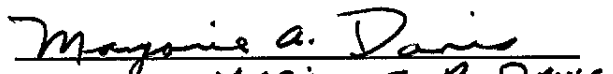
Lewis S. Albert
Chairman and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 12th day of December, 1997, by LEWIS S. ALBERT, Chairman and Chief Executive Officer of GULF COAST BANCORP, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



MARJORIE A. DAVIS
COMMISSION # CC 476138
EXPIRES AUG 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Printed Name: MARJORIE A. DAVIS
Notary Public, State of Florida
My Commission Expires: AUG 15, 1999