

P98000017244

F.N.B. Corporation

ONE F.N.B. BOULEVARD • HERMITAGE, PENNSYLVANIA 16148-3363

724-981-6000

January 29, 2001

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-01/30/01--01097--007
****175.00 ****140.00

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS


Re: Articles of Merger

Dear Sir/Madam:

Enclosed please find Articles of Merger to merge Cape Coral Insurance Services, Inc., FNBFL Investment Services Company, First National Investment Services Company and WCGB Investment Services Company with and into F.N.B. Investment Services Company. Immediately following consummation of the above-contemplated merger, F.N.B. Investment Services Company will change its corporate title to "First National Investment Services Company."

Also enclosed in our check in the amount of \$175.00.

Please direct all correspondence regarding this matter to my attention at the following address:


Christine A. Lombardo, Paralegal
F.N.B. Corporation
One F.N.B. Boulevard - 1st Floor
Hermitage, PA 16148

Should you have any questions, please do not hesitate to contact me at (412) 983-3322.

Very truly yours,



Christine A. Lombardo
Paralegal

Merger & N/C

:cal

Enclosures

V. SHEPARD

MAR 12 2001

PRINCIPAL ATTORNEY

FIRST NATIONAL BANK OF PENNSYLVANIA
FIRST NATIONAL BANK OF NAPLES
FIRST NATIONAL BANK OF FLORIDA
CAPE CORAL NATIONAL BANK
WEST COAST GUARANTY BANK, N.A.

FOUNDED 1864
FOUNDED 1989
FOUNDED 1985
FOUNDED 1994
FOUNDED 1987

METROPOLITAN NATIONAL BANK
REEVES BANK
FIRST NATIONAL BANK OF FORT MYERS
FIRST COUNTY BANK, N.A.
REGENCY FINANCE COMPANY

FOUNDED 1922
FOUNDED 1868
FOUNDED 1989
FOUNDED 1988
FOUNDED 1927

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAPE CORAL INSURANCE SERVICES, INC., a Florida corporation,
P98000059909

FNBFL INVESTMENT SERVICES COMPANY, a Florida corporation,
P99000053584

FIRST NATIONAL INVESTMENT SERVICES COMPANY, a Florida corporation,
P99000057793

WCGB INVESTMENT SERVICES COMPANY, a Florida corporation,
P99000056798

INTO

F.N.B. INVESTMENT SERVICES COMPANY which changed its name to

FIRST NATIONAL INVESTMENT SERVICES COMPANY, a Florida entity,
P98000017244.

File date: March 7, 2001

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 5, 2001

CHRISTINE A. LOMBARDO, PARALEGAL
F.N.B. CORPORATION
ONE F.N.B. BLVD., 1ST FLOOR
HERMITAGE, PA 16148

SUBJECT: F.N.B. INVESTMENT SERVICES COMPANY
Ref. Number: P98000017244

We have received your document for F.N.B. INVESTMENT SERVICES COMPANY and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Bylaws are not filed with this office. Please retain them for your records.

Please submit only one plan of merger with all corporations named in the one plan of merger.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 201A00006907

Rec'd 3/7



F.N.B. Corporation

ONE F.N.B. BOULEVARD • HERMITAGE, PENNSYLVANIA 16148-3363

724-981-6000

March 6, 2001

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Articles of Merger

Dear Sir/Madam:

Enclosed please find Articles of Merger to merge Cape Coral Insurance Services, Inc., FNBFL Investment Services Company, First National Investment Services Company and WCGB Investment Services Company with and into F.N.B. Investment Services Company. Immediately following consummation of the above-contemplated merger, F.N.B. Investment Services Company will change its corporate title to "First National Investment Services Company."

Please direct all correspondence regarding this matter to my attention at the following address:

Christine A. Lombardo, Paralegal
F.N.B. Corporation
One F.N.B. Boulevard - 1st Floor
Hermitage, PA 16148

Should you have any questions, please do not hesitate to contact me at (412) 983-3322.

Very truly yours,

Christine A. Lombardo
Paralegal

:cal

Enclosures

c:\wpdata\misc\article of merger for florida non-deposit products companies

PRINCIPAL AFFILIATES

FIRST NATIONAL BANK OF PENNSYLVANIA	FOUNDED 1864	METROPOLITAN NATIONAL BANK	FOUNDED 1922
FIRST NATIONAL BANK OF NAPLES	FOUNDED 1989	REEVES BANK	FOUNDED 1868
FIRST NATIONAL BANK OF FLORIDA	FOUNDED 1985	FIRST NATIONAL BANK OF FORT MYERS	FOUNDED 1989
CAPE CORAL NATIONAL BANK	FOUNDED 1994	FIRST COUNTY BANK, N.A.	FOUNDED 1988
WEST COAST GUARANTY BANK, N.A.	FOUNDED 1987	REGENCY FINANCE COMPANY	FOUNDED 1927

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>F.N.B. Investment Services Company</u>	<u>Florida</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -7 AM 10:33

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Cape Coral Insurance Services, Inc.</u>	<u>Florida</u>
<u>FNBFL Investment Services Company</u>	<u>Florida</u>
<u>First National Investment Services Company</u>	<u>Florida</u>
<u>WCCB Investment Services Company</u>	<u>Florida</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1/4/01

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1/4/01 and 1/5/01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: Immediately following consummation of the merger of Cape Coral Insurance Services, Inc., FNBFL Investment Services Company, First National Investment Services Company and WCGB Investment Services Company with and into F.N.B. Investment Services Company, F.N.B. Investment Services Company will change its name to "First National Investment Services Company". The jurisdiction of the surviving corporation is Florida.

Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

WCGB Investment Services Company Joseph D. Hudgins, President & CEO

PLAN OF REORGANIZATION AND AGREEMENT TO MERGE
CAPE CORAL INSURANCE SERVICES, INC.
FNBFL INVESTMENT SERVICES COMPANY
WCGB INVESTMENT SERVICES COMPANY
FIRST NATIONAL INVESTMENT SERVICES COMPANY
with and into
F.N.B. INVESTMENT SERVICES COMPANY

under the title of
"FIRST NATIONAL INVESTMENT SERVICES COMPANY"

THIS AGREEMENT (the "Merger Agreement") made as of this 5th day of January, 2001 adopted and made by and between the following (each a "Party" and, collectively, the "Parties"): **CAPE CORAL INSURANCE SERVICES, INC.** (hereinafter referred to as "CCIS"), a Florida corporation organized under the laws of the State of Florida, being located in the city of Cape Coral, County of Lee, in the State of Florida, with authorized capital of \$100.00 divided into 100 shares of Common Stock each of \$1.00 par value, of which 100 shares are issued and outstanding (and owned by Cape Coral National Bank ("CCNB")), as of January 5, 2001, **FNBFL INVESTMENT SERVICES COMPANY** (hereinafter referred to as "FNBFL"), a Florida corporation organized under the laws of the State of Florida, being located in the city of Cape Coral, County of Pinellas, in the State of Florida, with authorized capital of \$100.00 divided into 100 shares of Common Stock each of \$1.00 par value, of which 100 shares are issued and outstanding (and owned by First National Bank of Florida ("FNB Florida")), as of January 5, 2001, and **WCGB INVESTMENT SERVICES COMPANY** (hereinafter referred to as "WCGB"), a Florida corporation organized under the laws of the State of Florida, being located in the city of Sarasota, County of Sarasota, in the State of Florida, with authorized capital of \$100.00 divided into 100 shares of Common Stock each of \$1.00 par value, of which 100 shares are issued and outstanding (and owned by West Coast Guaranty Bank, N.A. ("West Coast")), as of January 5, 2001, and **FIRST NATIONAL INVESTMENT SERVICES COMPANY** (hereinafter referred to as "First National"), a Florida corporation organized under the laws of the State of Florida, being located in the city of Fort Myers, County of Lee, in the State of Florida, with authorized capital of \$100.00 divided into 100 shares of Common Stock each of \$1.00 par value, of which 100 shares are issued and outstanding (and owned by First National Bank of Fort Myers ("FNB FM")), as of January 5, 2001, and **F.N.B. INVESTMENT SERVICES COMPANY** (hereinafter referred to as the "FNB"), a Florida corporation organized under the laws of the State of Florida, being located in the City of Naples, County of Collier, in the State of Florida, with authorized capital of \$1.00 divided into 100 shares of Common Stock each of \$.01 par value of which 100 shares are issued and outstanding (and owned by First National Bank of Naples ("FNB Naples")) as of January 5, 2001, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of at least a majority of its directors;

WHEREAS, the Parties deem the merger of CCIS, FNBFL, WCGB and First National with and into FNB, under and pursuant to the terms and conditions set forth or referred to herein, to be desirable and in the Parties' best interest and in the interest of their respective shareholders; and

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained and intending to be legally bound hereby, the Parties hereto agree as follows:

Section 1.

CCIS, FNBFL, WCGB and First National shall merge with and into, and under the Articles of Incorporation of FNB and FNB shall be the surviving corporation.

Section 2.

Upon the merger becoming effective, (i) the name of FNB as the surviving corporation (herein referred to as the "Continuing Corporation" whenever reference is made to it as of the time of the merger or thereafter) shall be changed to "First National Investment Services Company," and (ii) the principal office of FNB, located at 900 Goodlette Road North, Naples, FL 34102, shall be the new main office of the Continuing Corporation.

Section 3.

Upon the merger becoming effective, the corporate existence of CCIS, FNBFL, WCGB, and First National shall, be merged into and continued in the Continuing Corporation, and the Continuing Corporation shall be deemed to be the same corporation as CCIS, FNBFL, WCGB and First National. All rights, franchises and interests of CCIS, FNBFL, WCGB and First National, in and to every type of property (real, personal and mixed), and choses in action, shall be transferred to and vested in the Continuing Corporation by virtue of the merger without any deed or other transfer, and the Continuing Corporation, without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver and committee of estates of lunatics or other incompetents, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by CCIS, FNBFL, WCGB and First National, immediately prior to the time the merger becomes effective.

Upon the merger becoming effective, the Continuing Corporation shall be liable for all liabilities of CCIS, FNBFL, WCGB and First National; and all deposits, debts, liabilities and obligations and contracts of CCIS, FNBFL, WCGB and First National, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of CCIS, FNBFL, WCGB and First National, as the case may be, shall be those of the Continuing Corporation, and shall not be released or impaired by the merger; and all rights of creditors and other obligees and all liens on property of CCIS, FNBFL, WCGB and First National shall be preserved unimpaired.

Section 4.

Upon the merger becoming effective all the outstanding shares of CCIS, FNBFL, WCGB and First National common stock shall be cancelled.

Section 5.

The Board of Directors of the Continuing Corporation upon the merger becoming effective shall consist of all the persons who are Directors of FNB immediately before the merger becomes effective and may include certain CCIS, FNBFL, WCGB and First National Directors appointed to the Continuing Corporation Board of Directors by the FNB Board prior to the merger.

Section 6.

The Parties agree that upon consummation of the Merger transaction, all rights and interest any of them shall have in the names "Cape Coral Insurance Services, Inc., FNBFL Investment Services Company, WCGB Investment Services Company and First National Investment Services Company" shall be transferred to First National Investment Services Company.

Section 7.

This Plan shall be approved by the sole shareholder of CCIS, FNBFL, WCGB and First National, in accordance with the applicable provisions of law and the respective Articles of Incorporation and Bylaws of CCIS, FNBFL, WCGB and First National. CCIS, FNBFL, WCGB and First National shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and of the taking of any action, and the satisfaction of all other requirements prescribed by law or otherwise, necessary for consummation of the merger on the terms herein provided, including without being limited to, the preparation and submission of Articles of Merger.

Section 8.

Effectuation of the merger herein provided for is conditioned upon procurement of all other consents, approvals and rulings, and satisfaction of all other requirements, prescribed by law which are necessary for consummation of the merger.

Section 9.

FNB or CCIS or FNBFL or WCGB or First National may terminate the Plan for the following reasons at any time before the merger becomes effective by written notice to the other party, authorized or approved by resolution adopted by the Board of Directors giving such notice:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed merger which shall make consummation of the merger inadvisable in the opinion of the Board of Directors of CCIS, FNBFL, WCGB, First National or FNB; or

(b) Any action, consent or approval, governmental or otherwise, which is, or in the

opinion of counsel for FNB or CCIS or FNBFL or WCGB or First National may be, necessary to permit or enable the Continuing Corporation, upon and after the merger, to conduct all or any part of the business activities being conducted by FNB or CCIS or FNBFL, WCGB or First National as of the time of the merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) For any other reason consummation of the merger is inadvisable in the opinion of the Board of Directors of FNB or CCIS or FNBFL, or WCGB or First National.

Upon termination by written notice as provided in this Section 9, the Plan shall be void and of no further effect, and there shall be no liability by reason of the Plan or the termination thereof on the part of FNB or CCIS or FNBFL or WCGB or First National or the directors, officers, employees, agents, or shareholders of either of them.


Section 10.

Subject to the terms and upon satisfaction of all requirements of the law and conditions specified in the Plan, the merger shall become effective upon filing of the Articles of Merger with the Florida Department of State.

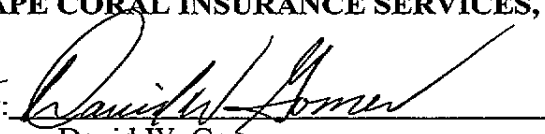
IN WITNESS WHEREOF, CCIS, FNBFL, WCGB, First National and FNB has caused this Plan of Reorganization and Agreement to Merge to be executed by their respective duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

CAPE CORAL INSURANCE SERVICES, INC.

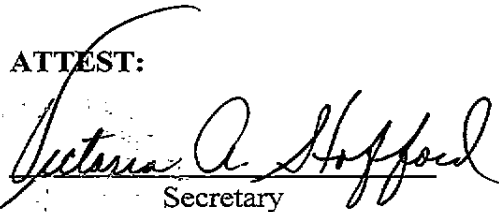

Secretary

By:



David W. Gomer
President

ATTEST:

FNBFL INVESTMENT SERVICES COMPANY


Secretary

By:


Robert C. George
Chairman

ATTEST:

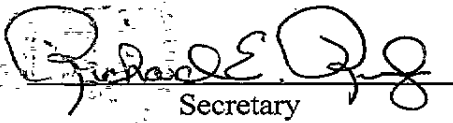
WCGB INVESTMENT SERVICES COMPANY


Secretary

By:


Joseph D. Hudgins
President & CEO

ATTEST:


Secretary

**FIRST NATIONAL INVESTMENT SERVICES
COMPANY**

By: 

Mark L. Morris
Chairman, President & CEO

ATTEST:


Secretary

F.N.B. INVESTMENT SERVICES COMPANY

By: 

Garrett S. Richter
President and Chief Executive Officer

ACKNOWLEDGMENT

STATE OF FLORIDA

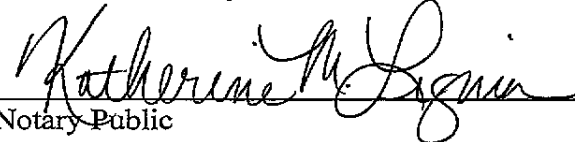
COUNTY OF Collier

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On this 12th day of Feb., 2001, before me, a Notary Public for the State and County aforesaid, personally came David W. Gomer as President of Cape Coral Insurance Services, Inc., a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

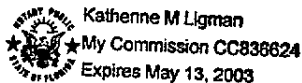
WITNESS my official seal and signature this date and year aforesaid.

(Seal of Notary)


Notary Public

My Commission Expires:

May 13, 2003



ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Collier

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On this 12th day of Feb, 2001, before me, a Notary Public for the State and County aforesaid, personally came Robert C. George as Chairman of FNBFL Investment Services Company, a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.



Donna M. McLeod
MY COMMISSION # CC978529 EXPIRES
February 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

(Seal of Notary)

Donna M. McLeod
Notary Public

My Commission Expires: 2/26/02

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Collier

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On this 12th day of Feb, 2001, before me, a Notary Public for the State and County aforesaid, personally came Joseph D. Hudgins as President & CEO of WCGB Investment Services Company, a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.



Notary Public, State of Florida
BARBARA SPRAGUE
Commission # CC 716707
Comm. Expires Dec 13, 2002

(Seal of Notary)

Barbara Sprague
Notary Public

My Commission Expires: 12-13-02

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Collier

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On this 12th day of Feb, 2001, before me, a Notary Public for the State and County aforesaid, personally came Mark L. Morris as Chairman, President & CEO of First National Investment Services Company, a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.



Katherine M. Ligman
My Commission CC836624
Expires May 13, 2003

Katherine M. Ligman
Notary Public

(Seal of Notary)

My Commission Expires:

May 13, 2003

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Collier

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} SS
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On this 12th day of Feb, 2001, before me, a Notary Public for the State and County aforesaid, personally came Garrett S. Richter as President and Chief Executive Officer, of F.N.B. Investment Services Company, a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.



Katherine M. Ligman
My Commission CC836624
Expires May 13, 2003

Katherine M. Ligman
Notary Public

(Seal of Notary)

My Commission Expires:

May 13, 2003

JGO:cal
02/08/01

\\wpdata\florida consolidation\plan of organization and agreement to merge florida insurance subsidiaries with fnb investment services company