

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

P98000066130

July 6, 1998

400002582594--0
-07/08/98--01023--016
****122.50 ****122.50

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

Re: Community National Bank Insurance Agency, Inc.

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

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

We appreciate your assistance.

Very truly yours,

John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. Roger L. Baldinger

FILED
98 JUL 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

65
7/28
W 9 8- 15632
511



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1998

JOHN P GREELY
255 S ORANGE AVE STE 800
ORLANDO, FL 32801

SUBJECT: COMMUNITY NATIONAL BANK INSURANCE AGENCY, INC.
Ref. Number: W98000015632

We have received your document for COMMUNITY NATIONAL BANK INSURANCE AGENCY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 the original and one copy of 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 798A00036762

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

July 27, 1998

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: Community National Bank Insurance Agency, Inc.

Dear Ms. Beyer:

Enclosed are Articles of Incorporation previously forwarded to your office, accompanied by a letter from the Florida Division of Banking and Finance with respect to no objection to use of the corporate name. I would appreciate it if you could have the enclosed articles filed as soon as possible and a certified copy returned to me at your earliest convenience. If you have any questions regarding the enclosed, please call me. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: L. Edward Schuler, II



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

July 21, 1998

John P. Greeley, Esq.
Smith, Mackinnon, Greeley,
Bowdoin & Edwards
Attorneys At Law
Suite 800, Citrus Center
255 South Orange Avenue
Orlando, Florida 32801

Re: "Community National Bank Insurance Agency, Inc."

Dear Mr. Greeley:

Reference is made to your letter dated July 13 requesting approval of the above-referenced name.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank" or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Wm. Douglas Johnson", is written over a circular stamp or seal.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg. - Sixth Floor
850/414-8058

WDJ/lam

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
COMMUNITY NATIONAL BANK INSURANCE AGENCY, INC.

FILED
98 JUL 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended, and Florida Statutes, Chapter 626, as amended (referred to collectively as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Community National Bank Insurance Agency, Inc.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business which an insurance agency may conduct under law. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Nokomis, County of Sarasota and State of Florida, and its address there shall be, at present, Suite 1077, Nokomis Village Shopping Center, Nokomis, Florida 34277 and the initial registered agent of the Corporation at that address shall be L. Edward Schuler, II. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: Suite 1077, Nokomis Village Shopping Center, Nokomis, Florida 34277.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of five directors. The names and street addresses of the directors of this Corporation are:

William G. McKelvey
201 Center Road
Venice, Florida 34292-3528

Jeanne W. McKelvey
201 Center Road
Venice, Florida 34292-3528

Joseph R. Kondisko
201 Center Road
Venice, Florida 34292-3528

Allana M. Kondisko
201 Center Road
Venice, Florida 34292-3528

Roger L. Baldinger
201 Center Road
Venice, Florida 34292-3528

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

L. Edward Schuler, II
201 Center Road
Venice, Florida 34292-3528

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

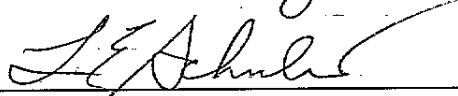
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 26th day of June, 1998.



L. Edward Schuler, II

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 26th day of June,
1998, by L. EDWARD SCHULER, II, who is personally known to me and who did not take an
oath.

Lisa Brusger

Printed Name: Lisa Brusger

Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

COMMUNITY NATIONAL BANK INSURANCE AGENCY, INC., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated L. EDWARD SCHULER, II, as its Registered Agent to accept service of process within the State of Florida with its registered office located at Suite 1077, Nokomis Village Shopping Center, Nokomis, Florida 34275.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26 day of June, 1998.


L. Edward Schuler, II, Registered Agent

FILED
98 JUL 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA