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September 11, 1998

VIA FEDERAL EXPRESS

Attn: Ms. Dana Calloway
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Citizens Bancshares of Southwest Florida, Inc.

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-09/15/98--01060--016
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation for **Citizens Bancshares of Southwest Florida, Inc.** Also enclosed is a letter of approval from the Department of Banking and Finance for the use of the name. I have enclosed a check in the amount of \$122.50 made payable to the Florida Department of State for the filing fee and a certified copy of the articles of incorporation. Please fax to me the evidence of incorporation once it is completed to: Laura Cantrell, fax number: 404-685-6990.

Please do not hesitate to contact me at (404) 815-3690, if you have any questions or need additional information. Thank you for your assistance with this matter.

Sincerely,

SMITH, GAMBRELL & RUSSELL, LLP

Laura D. Cantrell

Laura D. Cantrell
Paralegal

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

enclosures

cc: David W. Ghegan, Esq.



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

September 8, 1998

David W. Ghegan
Smith, Gambrell & Russell, LLP
Suite 3100, Promenade II
1230 Peachtree Street, NE
Atlanta, GA 30303-3592

Dear Mr. Ghegan:

Re: "Citizens Bancshares of Southwest Florida, Inc."

Reference is made to your letter/fax dated September 4, requesting approval of the above-referenced corporate name which will be a holding company located in Naples, Florida, for a proposed de novo national bank "Citizens National Bank of Southwest Florida."

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 as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

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

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TALLAHASSEE FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CITIZENS BANCSHARES OF SOUTHWEST FLORIDA, INC.

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TALLAHASSEE, FLORIDA

I.

The corporate name that satisfies the requirements of section 607.0401 is Citizens Bancshares of Southwest Florida, Inc.

II.

The street address and mailing address of the initial principal office of the Corporation is 3001 Tamiami Trail, North, 4th Floor, Naples, Florida 34101.

III.

The Corporation shall have authority to issue 21,000,000 shares of capital stock, which shall be divided into two classes with the following designations, preferences, limitations and relative rights:

(A) Common Stock. One class shall consist of 20,000,000 shares of common stock having a \$.01 par value, designated "Common Stock."

(B) Preferred Stock. One class shall consist of 1,000,000 shares of preferred stock having a \$.01 par value, designated "Preferred Stock." The board of directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the certificate or certificates establishing the series of Preferred Stock.

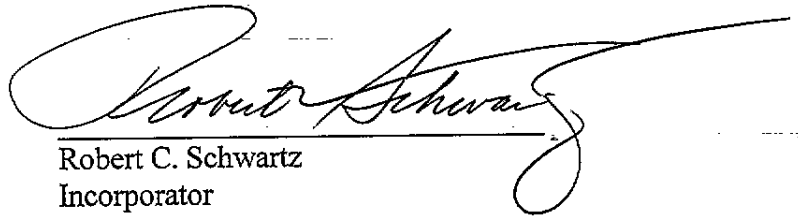
IV.

The street address of the initial registered office of the Corporation is at 3001 Tamiami Trail, North, 4th Floor, Naples, Florida 34101, and the name of its initial registered agent at such address is Polly M. Rogers.

V.

The name and address of the Incorporator of the Corporation is Robert C. Schwartz, Esquire, Suite 3100, Promenade II, 1230 Peachtree Street, NE, Atlanta, Georgia 30309-3592.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of September, 1998.


Robert C. Schwartz
Incorporator

Acceptance by the registered agent as required in Section 607.0501 (3) F.S.: Polly M. Rogers is familiar with and accepts the obligations provided for in Section 607.0505.


Polly M. Rogers

Date: September 10, 1998

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TALLAHASSEE FLORIDA