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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: October 8, 1998

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: JP John A. Pullen, Licensing and Chartering

SUBJECT: Formation of Alliance Successor Bank and Merger of Alliance
Successor Bank into Alliance Bank, Under Title and Charter of
Alliance Bank

Please file the attached Articles of Incorporation of Alliance Successor Bank and the "Plan of Merger and Merger Agreement" for the above-referenced institutions, using today's date as the effective date.

Please make the following distribution of certified copies:

1. One copy of the successor articles and merger agreement to:

Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350

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-10/09/98--01002--004
***367.50 ***52.50

2. One copy of the merger agreement to:

Federal Deposit Insurance Corporation
Suite 1600, One Atlantic Center
1201 West Peachtree Street, Northeast
Atlanta, Georgia 30309-3449

3. One copy of the successor articles and merger agreement to:

John P. Greeley, Esquire
Smith, MacKinnon, Greeley, Bowdoin & Edwards
Post Office Box 2254
Orlando, Florida 32802-2254

Also attached is a check, in the amount of \$367.50, which represents payment of the applicable fees. If you have any questions, please call me at 414-8067.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I

OK FOR
KB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 3:11
New
Articles
SP 10/9/98

**ARTICLES OF INCORPORATION
OF
ALLIANCE SUCCESSOR BANK**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 3:11

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Alliance Successor Bank and its initial place of business shall be at 455 South Orange Avenue, in the City of Orlando, County of Orange and the State of Florida.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

Section 1. The total number of shares authorized to be issued by the corporation shall be 100, the par value of which shall be \$1.00.

Section 2. The corporation shall begin business with at least \$1.00 in paid-in capital stock to be divided into one share of the par value of \$1.00, which shall be paid in cash. The corporation will not begin business with any surplus or undivided profits.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The number of directors shall not be fewer than nine (9). The names and street addresses of the first directors of the corporation are:

NAME

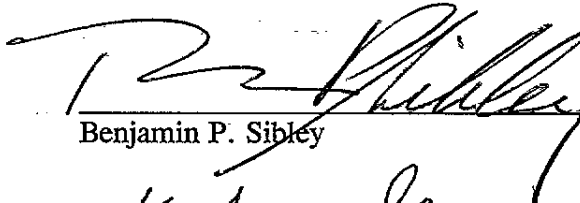
STREET ADDRESS

William C. Beiler	8738 Pisa Drive, #633, Orlando, FL 32810
Jack M. Berry, Jr.	1945 8th Terrace SE, Winter Haven, FL 33880
Frank R. Etheridge	803 Lake Adair Blvd. North, Orlando, FL 32804
Mitchel J. Laskey	2332 Alaqua Drive, Longwood, FL 32779
Eduardo A. Rabel	4385 Chuluota Road, Orlando, FL 32820
Benjamin P. Sibley	2060 Thunderbird Trail, Maitland, FL 32751
H. Gary Stetson	249 Live Oak Lane, Altamonte Springs, FL 32714
Phillip L. Tasker	2231 Gillis Court, Maitland, FL 32751
Andrew W Thompson	104 Sweet Bay Lane, Longwood, FL 32779



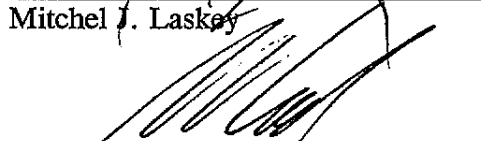
IN WITNESS WHEREOF, the undersigned directors have executed these Articles of Incorporation this 10th day of June, 1998.



William C. Beiler

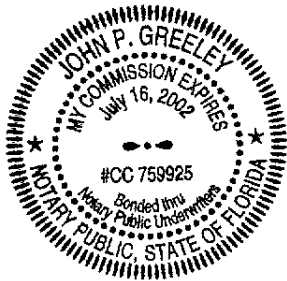


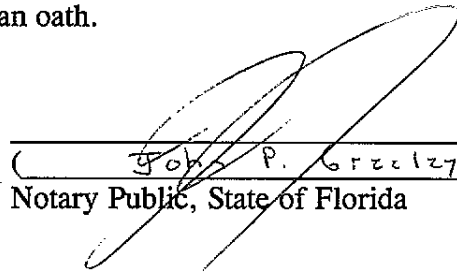
Benjamin P. Sibley


Jack M. Berry, Jr.
H. Gary Stetson
Frank R. Etheridge
Phillip L. Tasker
Mitchel J. Laskey
Andrew ~~W~~ Thompson
Eduardo A. Rabel

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10th day of June, 1998, by William C. Beiler, Jack M. Berry, Jr., Frank R. Etheridge, Mitchel J. Laskey, Eduardo A. Rabel, Benjamin P. Sibley, H. Gary Stetson, Phillip L. Tasker and Andrew C. Thompson, who are personally known to me and who did not take an oath.

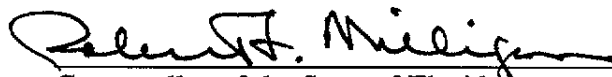




John P. Greeley
Notary Public, State of Florida

Approved by the Department of Banking and Finance this 6th day of October, 1998.

Tallahassee, Florida



Comptroller of the State of Florida
and Head of the Department of Banking
and Finance