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LAW OFFICES
MESSER, CAPARELLO & SELF
A PROFESSIONAL ASSOCIATION

215 SOUTH MONROE STREET, SUITE 701
POST OFFICE BOX 1876
TALLAHASSEE, FLORIDA 32302-1876
TELEPHONE: (850) 222-0720
TELECOPIERS: (850) 224-4359; (850) 425-1942

December 2, 1998

VIA HAND DELIVERY

Secretary of State
Division of Corporations
Firestone Building
Tallahassee, FL

000002700340--9
-12/02/98--01063--004
***105.00 ***105.00

Re: Investment Trust Company of Florida, Inc.

Dear Sir or Madam:

Transmitted herewith is the Articles of Incorporation for Investment Trust Company of Florida, Inc. as approved for filing by the Department of Banking and Finance. Also enclosed is this firm's check in the amount of \$105.00 representing the required filing fee (\$70.00) and your charge for certified copies (\$35.00).

Thank you for your assistance in this matter.

Sincerely,

ATG

Albert T. Gimbel

ATG:dle
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Box
12/2/98

**Inter-Office
Communication**

**Comptroller of Florida
Division of Banking**

DATE: December 1, 1998

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: INVESTMENT TRUST COMPANY OF FLORIDA
Ocoee, Orange County
(Approved New Trust Company)

Please file the attached Articles of Incorporation for the above-referenced institution, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
- (2) One copy to: Mr. Albert T. Gimbel
Messer, Vickers et al
Post Office Box 1876
Tallahassee, FL 32302-1876

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TALLAHASSEE, FLORIDA

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

cc: David Burgess

ARTICLES OF INCORPORATION
OF
INVESTMENT TRUST COMPANY OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is INVESTMENT TRUST COMPANY OF FLORIDA, INC.

ARTICLE II - INITIAL PLACE OF BUSINESS, PRINCIPAL
OFFICE AND MAILING ADDRESS

The street address of the initial place of business, principal office and the mailing address of the corporation shall be 2714 Rew Circle, Suite 200, Ocoee, Orange County, Florida 34761.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be that of a general trust company with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes regulating the organization, powers, and management of trust corporations. The corporation may engage in any other activity or business permitted by law.

ARTICLE IV - CAPITAL STOCK

The corporation's authorized capital stock shall consist of 1,050,000 shares of \$1.00 per share par value common stock. The corporation shall begin business with at least \$1,050,000 in paid-in common capital stock to be divided into 1,050,000 shares. The amount of paid-in surplus with which the corporation will begin business will be \$525,000 and the amount of undivided profits will be \$475,750, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

This document was prepared by:

Timothy J. Manor, Esquire

Florida Bar Number: 188266

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

ARTICLE V - TERM

The term for which this corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

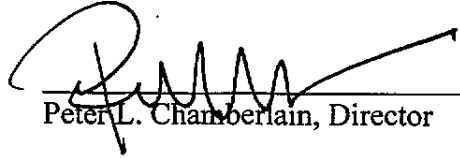
The street address of the initial registered office of this corporation is 2714 Rew Circle, Suite 200, Ocoee, Florida 32714, and the name of the initial registered agent of this corporation at that address is Peter L. Chamberlain.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors shall not be fewer than five (5) and initially the corporation shall have six (6) directors. A majority of the full board of directors may, at any time during the year following an annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two (2) and appoint persons to fill the resulting vacancies. The names and street addresses of the first directors are:

Peter L. Chamberlain	2714 Rew Circle, Suite 200 Ocoee, Florida 32714
Pamela Jordan Wolf	2926 Hawthorne Road Tampa, Florida 33611
Thomas G. Wolf	2926 Hawthorne Road Tampa, Florida 33611
Eileen Z. Morales	6415 MacLaurin Drive Tampa, Florida 33647
Susan V. Scott	1615 Barcelona Way Winter Park, Florida 32789
Frederick O. Britton	1661 Laurel Road Winter Park, Florida 32789

IN WITNESS WHEREOF, all of the Directors have executed these Articles of Incorporation
as of this 17th day of ~~October~~ ^{NOVEMBER}, 1998.

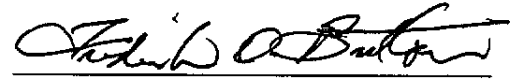

Peter L. Chamberlain, Director

Pamela Jordan Wolf, Director

Thomas G. Wolf, Director

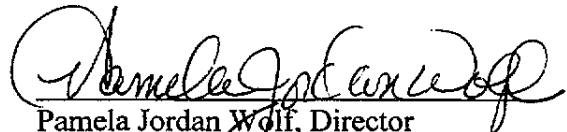
Eileen Z. Morales, Director


Susan V. Scott, Director

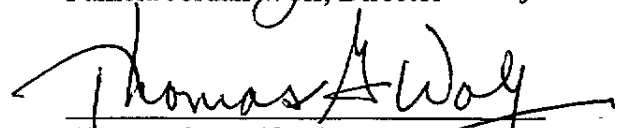

Frederick O. Britton, Director

IN WITNESS WHEREOF, all of the Directors have executed these Articles of Incorporation
as of this 17th day of ~~October~~ ^{NOVEMBER}, 1998.

Peter L. Chamberlain, Director



Pamela Jordan Wolf, Director



Thomas G. Wolf, Director

Eileen Z. Morales, Director

Susan V. Scott, Director

Frederick O. Britton, Director

IN WITNESS WHEREOF, all of the Directors have executed these Articles of Incorporation
as of this 17th day of ~~October~~ ^{November}, 1998.

Peter L. Chamberlain, Director

Pamela Jordan Wolf, Director

Thomas G. Wolf, Director

Eileen Z. Morales

Eileen Z. Morales, Director

Susan V. Scott, Director

Frederick O. Britton, Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of ~~October~~ NOVEMBER, 1998,
by **Peter L. Chamberlain**, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

(NOTARY SEAL)



Richard A. Ahl, Jr.
Notary Public, State of Florida at Large
Name: RICHARD A. AHL, JR.
Notary Commission No. _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of November, 1998,
by **Pamela Jordan Wolf**, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

(NOTARY SEAL)



Richard A. Ahl, Jr.
Notary Public, State of Florida at Large
Name: RICHARD A. AHL, JR.
Notary Commission No. _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of November, 1998,
by Thomas G. Wolf, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

(NOTARY SEAL)

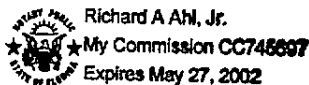


Richard A. Ahl, Jr.
Notary Public, State of Florida at Large
Name: RICHARD A. AHL, JR.
Notary Commission No. _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of November, 1998,
by Eileen Z. Morales, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

(NOTARY SEAL)



Richard A. Ahl, Jr.
Notary Public, State of Florida at Large
Name: RICHARD A. AHL, JR.
Notary Commission No. _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of November 1998,
by **Susan V. Scott**, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

(NOTARY SEAL)

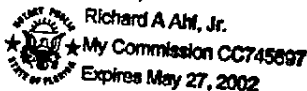


[Signature]
Notary Public, State of Florida at Large
Name: RICHARD A. AHL, JR.
Notary Commission No. _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of November 1998,
by **Frederick O. Britton**, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

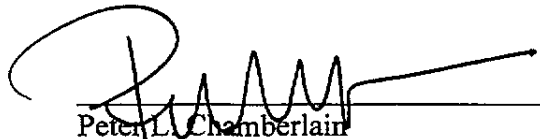
(NOTARY SEAL)



[Signature]
Notary Public, State of Florida at Large
Name: RICHARD A. AHL, JR.
Notary Commission No. _____
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of INVESTMENT TRUST COMPANY OF FLORIDA, INC.



Peter L. Chamberlain

FILED
98 DEC -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL BY DEPARTMENT OF BANKING AND FINANCE

The foregoing Articles of Incorporation of INVESTMENT TRUST COMPANY OF FLORIDA, INC. were approved by the Florida Department of Banking and Finance this 24TH day of NOVEMBER, 1998.

Tallahassee, Florida


Robert F. Milligan
Comptroller of the State of Florida and
Head of the Department of Banking and Finance