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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: May 5, 1999
TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording
FROM: Bruce Ricca, Licensing and Chartering
SUBJ: Oceanside Interim Bank

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-05/06/99--01001--003
*****52.50 *****52.50

Please file the attached Articles of Incorporation for the above-referenced institution, using MAY 5, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) Mail one (1) copy to: Division of Banking
Office of Licensing and Chartering
Fletcher Building, Suite 636
- (2) Mail one (1) copy to: Ms. Sam Lester
Igler & Dougherty
1501 Park Avenue East
Tallahassee, Florida 32301

FILED
99 MAY -5 AM 8:07
SECRETARY OF STATE
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 414-8066.

BR.a:succo-art

Attachments

DMC
5/6/99

SUCCESSOR INSTITUTION
"MODEL ARTICLES OF INCORPORATION"
ARTICLES OF INCORPORATION OF

Oceanside Interim Bank

FILED
99 MAY -5 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Oceanside Interim Bank and its initial place of business shall be 1315 South Third Street, Jacksonville Beach, Florida 32250 in the City of Jacksonville Beach, in the County of Duval, 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

The total number of shares authorized to be issued by the corporation shall be **1,000**. Such shares shall be of a single class and shall have a par value of **\$2.00** per share. Citizens Interim Bank will never commence banking operations, it is simply being formed as a vehicle to complete a bank holding company formation and reorganization in accordance with Section 658.40(4), Florida Statutes.

ARTICLE IV

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

ARTICLE V

The number of directors shall consist of at least five (5). The names and street addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Frank J. Cervone	91 Nina Lane Ponte Vedra Beach, FL 32082
Barry W. Chandler	1022 Seawood Drive Neptune Beach, FL 32266
Jimmy D. Dubberly	108 Greenwood Drive Glennville, GA 30427
Donald F. Glisson, Jr.	2195 Osprey Point Drive Jacksonville, FL 32224
Robin Scheiderman	3419 Lands End Drive St. Augustine, Florida 32095
Gordon K. Watson	1262 Fish Hook Way Ponte Vedra Beach, FL 32082
Conrad I. Williams	314 12th Street Atlantic Beach, FL 32233
M. Michael Witherspoon	3343 Lighthouse Pointe Lane Jacksonville, FL 32250
Dennis M. Wolfson	9548 Waterford Road Jacksonville, FL 32257

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 3rd day of April, 1999.

NAME


STREET ADDRESS


Frank J. Cervone

91 Nina Lane
Ponte Vedra Beach, FL 32082


Barry W. Chandler

1022 Seawood Drive
Neptune Beach, FL 32266


Jimmy D. Dubberly

108 Greenwood Drive
Glennville, GA 30427


Donald F. Glisson, Jr.

2195 Osprey Point Drive
Jacksonville, FL 32224


Robin Scheiderman

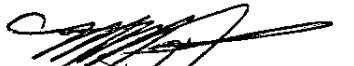
3419 Lands End Drive
St. Augustine, Florida 32095


Gordon K. Watson


1262 Fish Hook Way
Ponte Vedra Beach, FL 32082


Conrad I. Williams

314 12th Street
Atlantic Beach, FL 32233


M. Michael Witherspoon

3343 Lighthouse Pointe Lane
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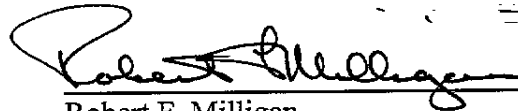

Dennis M. Wolfson

9548 Waterford Road
Jacksonville, FL 32257

Approved by the Department of Banking and Finance this 3RD day of MAY,

1999.

Tallahassee, Florida



Robert F. Milligan
Comptroller of the State of Florida

FILED
MAY - 5 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA