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LAW OFFICES OF
CONLIN & MAC MAHON, P.A.

P.O. BOX 500097
63 53RD STREET, OCEAN
MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN
DERMOT P. MAC MAHON

6 May 1999

TELEPHONE
(305) 743-7999
FAX
(305) 743-7241

Secretary of State
State of Florida
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

100002869731--5
-05/10/99-01121-017
*****78.75 *****78.75

Re: Incorporation of Marine Bancorp, Inc.

Dear Ladies/Gentlemen:

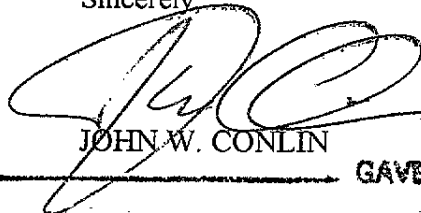
Enclosed is an original and one copy of the Articles of Incorporation for the above named corporation.

Also enclosed is a letter from the Department of Banking and Finance indicating that there is no objection to the use of the above corporate name being registered to transact business in the state of Florida.

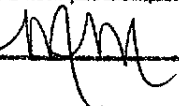
Also enclosed is our check in the amount of \$78.75 representing the filing fee. Please certify the copy and return same to the undersigned.

Thank you for your cooperation.

Sincerely


JOHN W. CONLIN

JWC/mdm
Enclosures
C:\MyFiles\Marine.Bancorp.Sec.of.State.5.6.99.ltr.wpd

AUTHORIZATION BY PHONE TO
CORP. Article 1v
DATE 5/13/99
DOC. EXAM 

GAVE

FILED
99 MAY 10 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

May 3, 1999

John W. Conlin, Esquire
Conlin & Mac Mahon, P.A.
63 53rd Street, Ocean
Post Office Box 500097
Marathon, Florida 33050-0097

Dear Mr. Conlin:

Re: "Marine Bancorp, Inc."

Reference is made to your letter/fax dated April 28, requesting approval of the above-referenced corporate name which will be a holding company for Marine Bank of the Florida Keys, Marathon Shores, 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 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) 410-9111

:kr

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

ARTICLES OF INCORPORATION

OF

MARINE BANCORP, INC.

These Articles of Incorporation are signed by the incorporator for the purpose of forming a profit corporation pursuant to the Chapter 607 of the Florida statutes, known as the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Marine Bancorp, Inc.

ARTICLE II

PURPOSES

The purposes for which the corporation is organized are as follows:

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida, or any other state or country.

The corporation may lease, buy, sell, use, mortgage, improve, and otherwise deal in and dispose of all such property, real and personal, as may be necessary or convenient in connection with the business of the corporation.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the shares of common stocks or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or other entity. The Corporation may conduct in any lawful manner the whole or any part of the business so acquired and may exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may do any and all of the things herein set forth to the same extent as natural persons might or could do, as principals, agents, fiduciaries, or other lawful entities, either alone or in company with others, and may carry on any other business in connection therewith, and may do all things not forbidden by law, with all the powers conferred upon corporations by laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is:

5,000,000 common shares, with par value of \$0.10 per share.

Common Stock

All shares of common stock shall be identical to each other in every respect. The shares of common stock shall entitle the holders thereof to one vote for each share on all matters on which stockholders have the right to vote. All shares of common stock shall be subject to the preferences, privileges and powers with respect to each class or series of preferred stock having any priority over the common stock, and the qualification, limitations or restriction thereof.

Preferred Stock

Subject to the pre-emptive rights of shareholders, the Corporation may issue shares of preferred stock. If any such shares are issued, all shares of any series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

ARTICLE IV

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal office of the Corporation is 11290 Overseas Highway, Marathon, Florida 33050. The mailing address of the corporation is 11290 Overseas Highway, Marathon, Florida 33050.

The name of the Registered Agent is Dermot P. Mac Mahon, whose address is 63 - 53rd Street, Ocean, Marathon, Florida 33050.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is as follows:

John W. Conlin, 63 - 53rd Street, Ocean, Marathon, Florida 33050.

ARTICLE VI

AMENDMENTS

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert herein any other provisions authorized by the laws of the State of Florida at the time in force, in the manner now or hereafter prescribed by law.

ARTICLE VII

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell, subject however to section 607.0630 of the Florida statutes.

ARTICLE VIII

DIRECTORS

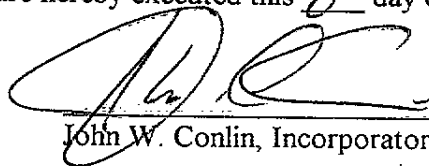
There shall not be more than thirteen (13) directors nor less than five (5) directors.

ARTICLE IX

TERM OF CORPORATE EXISTENCE

The term for which said corporation shall exist shall be perpetual.

These Articles of Incorporation are hereby executed this 6th day of May, 1999.


John W. Conlin, Incorporator

ACKNOWLEDGMENT

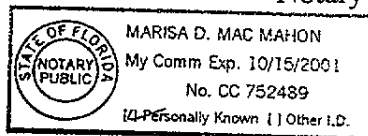
STATE OF FLORIDA)
)SS:
COUNTY OF FLORIDA)

I HEREBY CERTIFY that John W. Conlin, who is personally known to me, personally appeared before me and acknowledged before me that he is the Incorporator of Marine Bancorp., Inc., a Florida corporation; that he executed the foregoing Articles of Incorporation for and on behalf of said corporation.

WITNESS my hand and official seal in the State of Florida and County aforesaid this 6th day of May, 1999.

Marisa D. Mac Mahon
Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated resident agent for this corporation, hereby acknowledges that he is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.

DATED: 6 May 1999

Dermot P. Mac Mahon
Dermot P. Mac Mahon

FILED
99 MAY 10 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA