

P99000044276



THE UNITED STATES CORPORATION

ATTN: KARON BYER

ACCOUNT NO. : 072100000032

REFERENCE : 238996 5674A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pignatelli

ORDER DATE : May 13, 1999

ORDER TIME : 11:59 PM

ORDER NO. : 238996-005

CUSTOMER NO: 5674A

800002875968--8

CUSTOMER: Ms. Carla Guidry
KIMPTON BURKE & WHITE
KIMPTON BURKE & WHITE
Suite 100
28059 U.s. Highway 19, North
Clearwater, FL 33761

DOMESTIC FILING

NAME: PEOPLES FLORIDA BANKING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

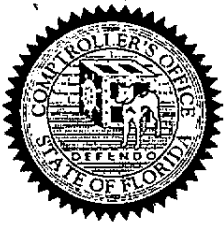
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

DMC 5/14/99

FILED
99 MAY 14 PM 3:52
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 14, 1999

Mr. David W. Dunbar
Chairman and CEO
Peoples Bank
Post Office Box 10
Palm Harbor, Florida 34682-0010

Dear Mr. Dunbar:

Re: "Peoples Florida Banking Corporation"

Reference is made to your letter/fax dated May 13, requesting approval of the above-referenced corporate name which will be a one bank holding company for Peoples Bank, located in Palm Harbor, 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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

PEOPLES FLORIDA BANKING CORPORATION, a corporation organized under the laws of the State of Florida, in accordance with Statute 607.0202, Florida Statutes, 1997, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation shall be PEOPLES FLORIDA BANKING CORPORATION and the initial principal office shall be 32845 U. S. Highway 19 North, Palm Harbor, Pinellas County, Florida 34684.

Article II

This corporation is to exist perpetually.

Article III

The general nature of the business to be transacted by this corporation shall be: To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of any state, territory, district, or possession of the United States, or by the foreign country.

Article IV

The authorized capital stock of the corporation shall consist of three million (3,000,000) shares (when fully issued) of ten (10¢) cents par value common stock.

Article V

The business and affairs of this corporation shall be managed and conducted by a Board of Directors, all as more fully set forth in the bylaws of the corporation.

Article VI

The names and address of the individuals who will serve as initial Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

David L. Brandon
557 U.S. Alternate 19
Palm Harbor, FL 34683

David W. Dunbar
32845 U.S. 19
Palm Harbor, FL 34684

Frederick Fisher
P.O. Box 7690
Clearwater, FL 33758

Donald Kaltenbach
7026 Little Road
New Port Richey, FL 34654

Glen L. Keys
P.O. Box 679
Elfers, FL 34680

Jack Latvalas
35111 U.S. 19, North #105
Palm Harbor, FL 34684

Ken Marks, Jr.
24825 U.S. 19, North
Clearwater, FL 33763

David F. Nelson
3483 Alternate 19
Palm Harbor, FL 34684

Daniel Schmitt
17935 U.S. Hwy 19
Hudson, FL 34667

Robert B. Spence
250 N. Belcher Road #100
Clearwater, FL 33765

Article VII

The name and address of the incorporator is as follows:

David W. Dunbar
32845 U. S. Highway 19 North
Palm Harbor, FL 34684

Article VIII

The Articles of Incorporation of this corporation may be amended as provided by law.

Article IX

Holders of common stock shall have no preemptive rights.

Article X

The street address of the corporation's initial registered office and the name of its initial registered agent is as follows:

David W. Dunbar
32845 U. S. Highway 19 North
Palm Harbor, FL 34684

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation, at Palm Harbor, Pinellas County, Florida, this 10th day of May, 1999.



DAVID W. DUNBAR, Incorporator

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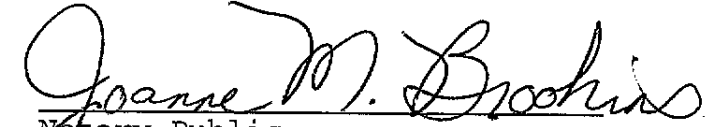
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th
day of May, 1999, by David W. Dunbar, individually. He is
personally known to me.


Notary Public
My Commission Expires:



Joanne M. Brookins
MY COMMISSION # CC548953 EXPIRES
April 21, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the above Articles
of Incorporation, I hereby accept to act in this capacity and agree
to comply with the provisions of Florida law relative hereto.



DAVID W. DUNBAR, Registered
Agent