



P99000044276

ACCOUNT NO. : 072100000032

REFERENCE : 382883 5674A

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 43.75

ORDER DATE : September 22, 1999

ORDER TIME : 12:02 PM

ORDER NO. : 382883-005

CUSTOMER NO: 5674A

CUSTOMER: Ms. Carla Guidry
Kimpton Burke & White
Suite 100
28059 U.s. Highway 19, North
Clearwater, FL 33761

Amended & Restated Articles

700002994057--7

DOMESTIC AMENDMENT FILING

NAME: PEOPLES FLORIDA BANKING CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
99 SEP 22 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP 22 PM 1:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APR
10/1/99

402250, 00524, 00672

Directors elected but never served (per David Denbar)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 22, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PEOPLES FLORIDA BANKING CORPORATION
Ref. Number: P99000044276

RESUBMIT
Please give original
submission date as file date.

We have received your document for PEOPLES FLORIDA BANKING CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The restated articles can not be adopted by the incorporators or signed by an incorporator since there are directors listed. Please give the date of adoption by the directors and a statement that shareholder action is not required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 599A00046468

OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 30 PM 2:19

RECEIVED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PEOPLES FLORIDA BANKING CORPORATION

FILED
99 SEP 22 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned incorporator hereby amends and restates the Articles of Incorporation of **PEOPLES FLORIDA BANKING CORPORATION** (without shareholder action or board of director action as neither exists presently, further noting that the amendment corrects typographical errors and addresses but makes no changes otherwise) as follows:

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. Highway 19
Palm Harbor, FL 34684

Frederick E. Fisher
1166 Lindenwood Drive
Tarpon Springs, FL 34689

Donald F. Kaltenbach
7026 Little Road
New Port Richey, FL 34654

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

Woodrow J. Latvala
35111 U.S. Highway 19 North #105
Palm Harbor, FL 34684

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

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

Daniel R. Schmitt
17935 U.S. Highway 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 Amended and Restated Articles of Incorporation, at Palm Harbor, Pinellas County, Florida, this 17th day of September, 1999.

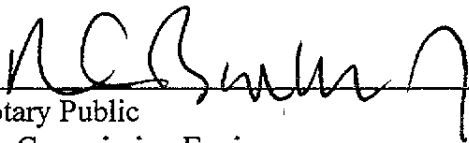


DAVID W. DUNBAR, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of September, 1999,
by David W. Dunbar, individually. He is personally known to me.



Notary Public
My Commission Expires:



R. C. Burke, Jr.
MY COMMISSION # CC634981 EXPIRES
July 7, 2001
BONDED THRU TROY FAIR 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 Amended and Restated 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