



F.N.B. Corporation

ONE F.N.B. BOULEVARD • HERMITAGE, PENNSYLVANIA 16148-3363

724-981-6000

June 17, 1999

P99000056798

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JUN 21 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: WCGB Investment Services Company

Dear Sir/Madam:

Enclosed please find our official check in the amount of \$131.25 and Articles of Incorporation to be filed for the above-mentioned company.

Please direct all correspondence to my attention at the following address:

Christine A. Lombardo, Paralegal
F.N.B. Corporation
One F.N.B. Boulevard
Hermitage, PA 16148

700002910377--0
-06/21/99--01090--004
****131.25 *****87.50

Please do not hesitate to contact me at (724) 983-3322 if I can be of any further assistance.

Christine Lombardo
GAVE

AUTHORIZATION BY PHONE TO

CORRECT ~~deleted effective date~~

DATE 6-23-99

DOC. EXAM af

Very truly yours,

Christine A. Lombardo

Christine A. Lombardo
Paralegal

:cal

Enclosures

c:\wpdata\misc\letter to department of state regarding articles of incorporation for wcgb investment services co

PRINCIPAL AFFILIATES

FIRST NATIONAL BANK OF PENNSYLVANIA
FIRST NATIONAL BANK OF NAPLES
CAPE CORAL NATIONAL BANK
METROPOLITAN NATIONAL BANK

FOUNDED 1864
FOUNDED 1989
FOUNDED 1994
FOUNDED 1922

WEST COAST BANK
INDIAN ROCKS NATIONAL BANK
FIRST NATIONAL BANK OF FORT MYERS
FIRST COUNTY BANK, N.A.

FOUNDED 1988
FOUNDED 1986
FOUNDED 1989
FOUNDED 1988
FOUNDED 1937

af 6/23

FILED

99 JUN 21 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WCGB Investment Services Company

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3700 South Tamiami Trail
Sarasota, FL 34239

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

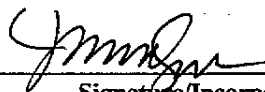
The name and Florida street address of the initial registered agent are:

Joseph D. Hudgins
3700 South Tamiami Trail
Sarasota, FL 34239

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Joseph D. Hudgins
3700 South Tamiami Trail
Sarasota, FL 34239



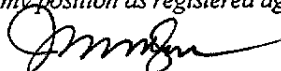
Signature/Incorporator

June 11, 1999

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent

June 11, 1999

Date