



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

June 10, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: All Bank Systems Consulting, Inc.
P8520290 TOU

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-06/16/97--01176--017
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for All Bank Systems Consulting, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
97 JUL 11 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/14/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 17, 1997

REGINA CEHPHAS
THE COMPANY CORPORATION
1313 N. MARKET STREET
WILMINGTON, DE 19801-1151

SUBJECT: ALL BANK SYSTEMS CONSULTING, INC.
Ref. Number: W97000014099

We have received your document for ALL BANK SYSTEMS CONSULTING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg, 6th Floor.
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 797A00032270



OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 26, 1997

Ms. Shelley Dunkelberger
Corporate Filings
The Company Corporation
1313 N. Market Street
Wilmington, Delaware 19801-1151

Dear Ms. Dunkelberger:

Re: "All Bank Systems Consulting, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

**cc: Karon Beyor, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office** ⁰¹

ARTICLES OF INCORPORATION
OF
All Bank Systems Consulting, Inc.

FILED

97 JUL 11 AM 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

FIRST: The name of the corporation will be All Bank Systems Consulting, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 606 Sawara Circle, Pensacola, FL 32506.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

FIFTH: The total authorized stock of this corporation is divided into 1,000 share(s) at \$1.00 par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are elected are as follows:

Glenn C. Toups 606 Sawara Circle, Pensacola, FL 32506.

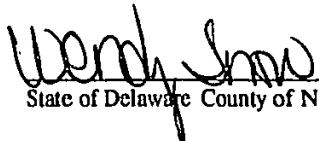
SEVENTH: The duration of this corporation is perpetual.

EIGHTH: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market Street Wilmington, DE 19801.

I/We, the undersigned, being the incorporator(s) of the corporation identified above, declare that I/we have examined the foregoing this 6th day of June, 1997.


State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of June, 1997 by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Wendy Snow, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440.

In compliance with Section 43.091, Florida Statutes, the following is submitted:

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Pensacola, State of Florida, has named Larry Wolfe located at 200-A John Knox Road, Tallahassee, FL 32303-6643

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Greg Whelan

Date June 6, 1997

FILED
97 JUL 11 AM 8:19
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA