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SOUTHPOINT FINANCIAL, INC.
6639 SOUTHPOINT PARKWAY, SUITE 104
JACKSONVILLE, FLORIDA 32216
(904) 296-7444
Facsimile: (904) 296-7453

December 6, 2000

Via Overnight Mail

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Application By Foreign Corporation

Dear Sir or Madam:

I have enclosed the following documents in relation to the application of Southpoint Financial, Inc., a Delaware corporation, to transact business in the State of Florida:

1. A completed transmittal letter;
2. A completed Application By Foreign Corporation;
3. An original Certificate of Existence from the State of Delaware Division of Corporations; and
4. A check in the amount of \$78.75 (\$70 for registration and \$8.75 for a Certificate of Status).

Thank you for your time and attention to this matter. Please review and process the above documents. If you have any questions, please feel free to contact me at the number set forth below.

Sincerely,


J. Patrick Lennon
plennon@nbibx.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Southpoint Financial, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", to "Certificate of Existence", and check are submitted to register the above referenced foreign corporation transact business in Florida.

Please return all correspondence concerning this matter to the following:

J. Patrick Lennon

(Name of Person)

Southpoint Financial, Inc.

(Firm/Company)

6639 Southpoint Parkway, Suite 104,

(Address)

Jacksonville, FL 32216

(City/State and Zip code)

For further information concerning this matter, please call:

J. Patrick Lennon
(Name of Person)

at (904) 296-7444
(Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327 Tallahassee,
FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

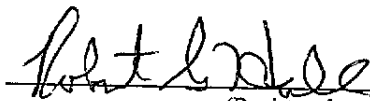
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Southpoint Financial, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. September 25, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida- If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6639 Southpoint Parkway, Suite 104, Jacksonville, FL 32216
(Principal office address)
- See above
(Current mailing address)
8. Any lawful act or activity in which a corporation may be engaged under applicable law
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Robert G. Hall
Office Address: 6639 Southpoint Parkway, Suite 104
Jacksonville, Florida 32216
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dennis K. Stemmle

Address: 6639 Southpoint Parkway, Suite 104
Jacksonville, FL 32216

Director: Brian G. Barnes

Address: 6639 Southpoint Parkway, Suite 104
Jacksonville, FL 32216

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dennis K. Stemmle

Address: See above

Vice President: Brian G. Barnes

Address: See above

Secretary: Robert G. Hall


Address: 6639 Southpoint Parkway, Suite 104
Jacksonville, FL 32216

Treasurer: Robert G. Hall

Address: See above

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dennis K. Stemmle, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHPOINT FINANCIAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF DECEMBER, A.D. 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0850018

DATE: 12-12-00