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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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²⁵
April 25, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6905235 SO
Customer Reference 1: 016681/0008
Customer Reference 2: Sekhon

Dear Department of State, Florida:

Please obtain the following:

BankFIRST Bancorp, Inc. (FL)
Merger (Discontinuing Company)
Florida

The BANKshares, Inc. (DE)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

File
Second

**ARTICLES OF MERGER
OF
BANKFIRST BANCORP, INC.
WITH AND INTO
THE BANKSHARES, INC.**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), The BANKshares, Inc., a Delaware corporation ("Parent"), and BankFIRST Bancorp, Inc., a Florida corporation ("Subsidiary"), do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger contemplated by these Articles of Merger are Parent and Subsidiary. The merger provides for the merger of Subsidiary with and into Parent (the "Merger"). The surviving corporation in the Merger is Parent.

SECOND: The Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 4:29 PM, Winter Park, Florida time, on April 25, 2007, in accordance with the provisions of Section 607.1105(b) of the Act.

FOURTH: Pursuant to Section 607.1104(1)(a) of the Act, shareholder approval of the Merger was not required to properly effect the Merger under the Act. The Plan of Merger was duly adopted by the Parent's board of directors on April 25, 2007 in accordance with Section 607.1104(1)(a) of the Act. A duly executed copy of the resolutions of Parent's board of directors authorizing and adopting the Plan of Merger is attached hereto as Exhibit B.

FIFTH: Pursuant to Section 607.1104(2) of the Act, Parent, as the sole shareholder of Subsidiary, duly waived the mailing requirement of Section 607.1104(2) of the Act. A duly executed copy of such waiver is attached hereto as Exhibit C.

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FILED
07 APR 25 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of April 25, 2007.

THE BANKSHARES, INC.,
a Delaware corporation

By: 

Name: Mark Merlo
Title: President

BANKFIRST BANCORP, INC.,
a Florida corporation

By: 

Name: Thomas P. Abelman
Title: President

EXHIBIT A

PLAN OF MERGER

The plan of Merger is as follows:

Section 1. The Merger.

(a) **The Merger.** At the Effective Time, BankFIRST Bancorp, Inc., a Florida corporation ("**Subsidiary**") shall merge with and into The BANKshares, Inc., a Delaware corporation ("**Parent**"), and the separate existence of Subsidiary shall cease (the "**Merger**"). Parent shall be the surviving corporation in the Merger (the "**Surviving Corporation**"), and shall continue its corporate existence under the laws of the State of Delaware.

(b) **Certificate of Incorporation.** At the Effective Time, Parent's certificate articles of incorporation shall be the articles of incorporation of the Surviving Corporation.

(c) **Bylaws.** At the Effective Time, Parent's bylaws shall be the bylaws of the Surviving Corporation.

(d) **Directors and Officers of the Surviving Corporation.** At the Effective Time, the directors and officers of Parent shall be the directors and officers of the Surviving Corporation.

(e) **Effect of the Merger.** The Merger shall have the effects set forth in the applicable provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act (the "**Act**"). Without limiting the generality of the foregoing and subject thereto, at the Effective Time, all the property, rights, privileges, immunities, powers and franchises of each of Parent and Subsidiary shall vest in the Surviving Corporation and all debts, liabilities and duties of each of Parent and Subsidiary shall become the debts, liabilities and duties of the Surviving Corporation.

Section 2. Cancellation of Shares.

As of the Effective Time, automatically by virtue of the Merger and without any action on the part of any person, each share of common stock, \$0.01 per share, of Subsidiary ("**Subsidiary Common Stock**"), excluding any dissenting shares, issued and outstanding immediately prior to the Effective Time shall be cancelled.

Section 3. Rights as Stockholders; Stock Transfers.

At the Effective Time, holders of Subsidiary Common Stock shall cease to be, and shall have no right as shareholders of Subsidiary. After the Effective Time, there shall be no transfers on the stock transfer books of Subsidiary of the shares of Subsidiary

Common Stock that were issued and outstanding immediately prior to the Effective Time.

Section 4. Dissenting Shares.

Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Act, are entitled, upon compliance with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.

Section 5. Effective Time of the Merger.

The effective time of the Merger shall be 4:29 PM, Winter Park, Florida time, on April 25, 2007 (the "Effective Time").

EXHIBIT B

PARENT RESOLUTIONS

(see attached)

THE BANKSHARES, INC.

Unanimous Written Consent of the Board of Directors

April 25, 2007

The undersigned, constituting the entire board of directors (the "Board") of The BANKshares, Inc., a Delaware corporation (the "Corporation"), acting without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, as amended, do hereby take the following action by written consent.

I. THE MERGER

WHEREAS, the Corporation has entered into that certain Agreement and Plan of Merger (as amended and supplemented to the date hereof, the "Merger Agreement") dated as of January 18, 2007 by and among the Corporation, Magic Merger Corp. ("Merger Sub"), and BankFIRST Bancorp, Inc., a Florida corporation ("BankFIRST"), pursuant to which, among other matters, Merger Sub will merge with and into BankFIRST and the separate existence of Merger Sub will cease (the "First Merger"), with BankFIRST continuing its existence as the surviving corporation following the First Merger;

WHEREAS, immediately following the First Merger, the Board has deemed it advisable and in the best interest of the stockholders of the Corporation that the Corporation enter into a plan of merger, dated as of April 25, 2007 (the "Plan of Merger"), pursuant to which, among other matters, BankFIRST will merge with and into the Corporation, terminating the separate existence of BankFIRST (the "Second Merger" and, together with the First Merger, the "Merger"), with the Corporation continuing its existence as the surviving corporation following the Second Merger; and

WHEREAS, the Board has deemed it advisable and in the best interest of the Corporation and its stockholders that the Corporation enter into certain documents in connection with the Second Merger, including without limitation (1) a certificate of merger, to be filed with the Secretary of State of the State of Delaware on or about April 25, 2007 and (2) articles of merger (with the Plan of Merger attached thereto), to be filed with the Secretary of State of the State of Florida on or about April 25, 2007 (the Plan of Merger, together with the documents referred to in clauses (1) through (2) of this paragraph, collectively, the "Merger Documents"), the most recent draft of the Merger Documents having been reviewed by the Board.

NOW, THEREFORE, BE IT RESOLVED, that the forms, terms and provisions of the Merger Documents in the forms previously provided to the Board with such changes thereto as any President, Vice President or other executive officer of the Corporation and Mark Merlo and John Pietrzak (each, an "Authorized Person" and together, the "Authorized Persons") executing and delivering the same shall deem appropriate or necessary, the performance by the Corporation of its obligations thereunder and the transactions contemplated thereby or necessary or incidental thereto (including without limitation, the consummation of the

Merger) be, and each of them hereby is, in all respects, authorized and approved in all respects; and further

RESOLVED, that the execution and delivery by the Corporation of the Merger Documents be, and hereby is, authorized and approved, and any Authorized Person be, and each of them hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, the Merger Documents with such changes, deletions and additions thereto as deemed appropriate or proper by any such Authorized Person, the execution and delivery of the Merger Documents being conclusive evidence of such determination; and further

RESOLVED, that any Authorized Person be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to do and perform all such further acts and things, to execute and deliver in the name and on behalf of the Corporation, and where necessary or appropriate, to file with the appropriate governmental authorities, all such certificates, instruments, applications, notices, affidavits, powers of attorney, consents to service of process, certified copies of minutes of stockholders' and directors' meetings, bonds, agreements and other writings and documents as may be required, and to make all such payments, and to take all such other actions as in the judgment of such Authorized Person shall be deemed necessary, appropriate or advisable in order to carry out and effectuate the intent and purposes of the foregoing resolutions (or any of them), and any or all of the transactions contemplated by the Merger Documents, the authority therefor to be conclusively evidenced by the taking of such action or the execution of such documents.

II. FURTHER ACTIONS

RESOLVED, that the Corporation be, and hereby is, authorized to pay any and all fees, costs and expenses arising in connection with any of the foregoing resolutions; and further

RESOLVED, that any Authorized Person be, and each of them hereby is, authorized in the name and on behalf of the Corporation, to retain such legal, financial, accounting or other advisors with respect to the Merger Documents as such Authorized Person shall deem necessary, advisable or appropriate and to execute, deliver and enter into agreements or such other documents with advisors on such terms as such Authorized Person deems necessary, advisable or appropriate, and that the Corporation is authorized to pay any and all expenses and fees arising in connection therewith, and that the execution and delivery of such agreements or such other documents with advisors, and that the payment of such expenses and fees to advisors, being conclusive evidence of such determination, and the performance by the Corporation of its obligations thereunder and the consummation of the transactions contemplated thereby or necessary or incidental thereto be, and each of them hereby is, in all respects, authorized and approved; and further

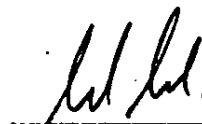
RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with any matter referred to in any of the foregoing resolutions or in furtherance of the Merger Documents, and the transactions contemplated thereby are hereby

approved, ratified and confirmed in all respects as fully as if such actions had been presented to this Board for its approval prior to such actions being taken; and further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to do and perform, or cause to be done and performed, any and all such acts, deeds and things, to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, forms, instruments, certificates or other papers, in the name and on behalf of the Corporation, to incur and pay all such fees and expenses and to engage such persons as such officer may, in the judgment of such officer or director, deem necessary, appropriate or advisable to effectuate or carry out fully the intents and purposes of the foregoing resolutions; the execution and/or delivery by such Authorized Person of any such agreement, undertaking, document, form, instrument, certificate or other paper or the payment of any such fees and expenses or the engagement of such persons or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor and the approval and ratification of this Board thereof.

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This Written Consent of the Board shall be filed with the minutes of the proceedings of the meetings of the Board of the Corporation and shall have the same force and effect as the unanimous vote of the Board of the Corporation. Delivery of executed signature pages of this written consent by facsimile transmission shall be effective as delivery of manually executed counterparts hereof.



Mark Merlo

William Brennan

Dale A. Dettmer

John Rose

Robert Goldstein

This Written Consent of the Board shall be filed with the minutes of the proceedings of the meetings of the Board of the Corporation and shall have the same force and effect as the unanimous vote of the Board of the Corporation. Delivery of executed signature pages of this written consent by facsimile transmission shall be effective as delivery of manually executed counterparts hereof.

Mark Merlo



William Brennan

Dale A. Dettmer

John Rose

Robert Goldstein

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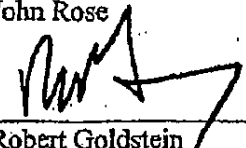
Mark Merlo

William Brennan



Dale A. Detmer

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Robert Goldstein

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Mark Merlo

William Brennan

Dale A. Dettmer



John Rose

Robert Goldstein

EXHIBIT C

PARENT WAIVER OF MAILING REQUIREMENT

(see attached)

**WAIVER OF MAILING REQUIREMENT
PURSUANT TO SECTION 607.1104(2) OF THE
FLORIDA BUSINESS CORPORATION ACT**

April 25, 2007

WHEREAS, The BANKshares, Inc., a Delaware corporation ("Parent"), desires to merge its wholly-owned subsidiary BankFIRST Bancorp, Inc., a Florida corporation ("Subsidiary") with and into itself (the "Merger"), with Parent being the surviving corporation following the Merger;

WHEREAS, Parent has authorized the filing of articles of merger with the Secretary of State of the State of Florida (the "Articles of Merger") and the plan of merger attached thereto (the "Plan of Merger") with respect to the Merger;

WHEREAS, pursuant to Section 607.1104(2) of the Florida Business Corporation Act (the "Act"), Parent is required to mail a copy or summary of the Plan of Merger to each shareholder of Subsidiary who does not waive this requirement in writing; and

WHEREAS, Parent is the sole shareholder of Subsidiary and has determined that it is in the best interest of Parent and its stockholders to waive the mailing requirement in Section 607.1104(2) of the Act with respect to the Merger.

NOW, THEREFORE, in consideration of the foregoing and intending to be legally bound hereby, Parent hereby waives the mailing requirement in Section 607.1104(2) of the Act with respect to the Merger.

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IN WITNESS WHEREOF, Parent has caused this waiver to be executed as of the date first written above by an officer thereunto duly authorized.

THE BANKSHARES, INC.,
a Delaware corporation

By: 

Name: Mark Merlo

Title: President