

F12000003750

Division of Corporations

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Florida Department of State
Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FOREIGN PROFIT/NONPROFIT CORPORATION
St. James Financial Holding Company II, Inc.

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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. St. James Financial Holding Company, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

St. James Financial Holding Company II, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New Jersey 3. 22-3707800
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 10, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6675 Westwood Boulevard, Suite 360, Orlando, Florida 32821
(Principal office address)

6675 Westwood Boulevard, Suite 360, Orlando, Florida 32821
(Current mailing address)

8. any and all business legally permitted under the 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 NOT acceptable)

Name: Edward Falzarano

Office Address: 6675 Westwood Boulevard, Suite 360

Orlando, Florida 32821
(City) (Zip code)

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.

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

A. DIRECTORS

Chairman: James McCahill

Address: 6675 Westwood Boulevard, Suite 360
Orlando, Florida 32821

Vice Chairman: _____

Address: _____

Director: Edward Falzarano

Address: 6675 Westwood Boulevard, Suite 360
Orlando, Florida 32821

Director: Robert Lucas

Address: 6675 Westwood Boulevard, Suite 360
Orlando, Florida 32821

B. OFFICERS

President: James McCahill

Address: 6675 Westwood Boulevard, Suite 360
Orlando, Florida 32821

Vice President: Robert Lucas

Address: 6675 Westwood Boulevard, Suite 360
Orlando, Florida 32821

Secretary: Edward Falzarano

Address: 6675 Westwood Boulevard, Suite 360, Orlando, Florida 32821

Treasurer: Edward Falzarano

Address: 6675 Westwood Boulevard, Suite 360, Orlando, Florida 32821

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Edward Falzarano, Director

(Typed or printed name and capacity of person signing application)

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**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING**

ST. JAMES FINANCIAL HOLDING COMPANY, INC.

0100801148

With the Previous or Alternate Name

BRAISHFIELD HOLDING COMPANY, INC. (Previous Name)

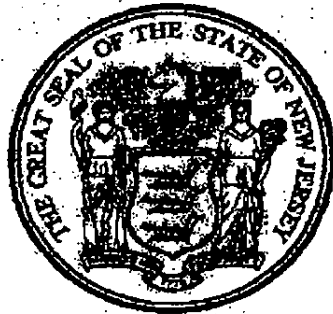
I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 10, 1999.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify the registered agent and registered office are:

**Withum Smith & Brown
331 Newman Springs Rd
Suite 125
Red Bank, NJ 07701**

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 15th day of August, 2012

**Andrew P Sidamon-Eristoff
State Treasurer**

Certificate Number: 125741963

Verify this certificate online at

http://www1.state.nj.us/FYTR_StandingCert/ISP/Verify_Cert.jsp