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P.O. BOX 10095
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July 31, 1997

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-08/01/97--01045--028
*****35.00 *****35.00

HAND DELIVERY

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Tallahassee, FL

Restated OK

re: Merger of American National Financial Corporation

To Whom it May Concern:

200002254872--9
-08/01/97--01045--027
*****175.00 *****52.50

Please accept for filing the enclosed Articles of merger for the above merger transaction and Amended and Restated Articles of Incorporation for the surviving corporation.

We request issuance of a certified copy of the Articles of Merger and the Amended and Restated Articles of Incorporation at your convenience.

Enclosed are two (2) checks which total \$210.00 for payment of the appropriate filing fees as follows:

Merger (2 party)	\$ 70.00
Certified Merger Articles	52.50
Amended Articles of Incorp.	35.00
Certified Articles of Incorp.	52.50
TOTAL	<u>\$210.00</u>

Money OK

Please call me at the above number if you have any questions.
Thank you very much.

Sincerely,

Cathi C. Wilkinson
Cathi C. Wilkinson

Cathi
GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD Acceptance
DATE 8/1/97
SOC. EXAM. OK

Ames/KC
KRG
C/1

FILED
97 JUL 31 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST NORTHWEST FLORIDA HOLDING COMPANY
(formerly, E.C.S.B. HOLDING COMPANY, INC.)

FILED
97 JUL 31 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of amending and restating the Articles of Incorporation of E.C.S.B. HOLDING COMPANY, INC. as so amended do hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I
Restatement

These Restated Articles of Incorporation contain certain amendments requiring stockholder approval, and have been approved and adopted by the unanimous vote of all of the stockholder of the corporation on the 22nd day of July, 1997.

ARTICLE II
NAME

The name of this Corporation is FIRST NORTHWEST FLORIDA HOLDING COMPANY.

ARTICLE III
DURATION

This Corporation shall have perpetual existence.

ARTICLE IV
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 3,000,000 shares of One Cent (\$.01) par value voting common stock.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation are Eugene F. Clement, Jr., 101 East 23rd Street, Panama City, Florida 32405.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have not less than one (1), nor more than seven (7) Directors, provided, however, that the number of Directors may be increased or diminished from time to time by the By-Laws. The names and addresses of the Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Eugene F. Clement, Jr.	221 Woodlawn Drive Panama City, FL 32407
Albert P. Qualls, Jr.	209 Harris Avenue Ft. Walton Beach, FL 32548

ARTICLE VIII
BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

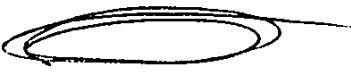
ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of July, 1997.

FIRST NORTHWEST FLORIDA HOLDING
COMPANY

By:


EUGENE F. CLEMENT, JR.
Its: President

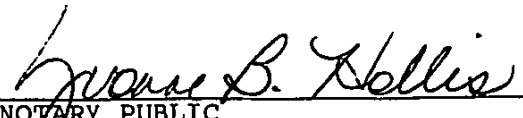
By the above signature
I hereby accept designation as
Registered Agent

ATTEST:


WALTER D. ABBOTT, JR.
Its: Secretary

STATE OF FLORIDA,
COUNTY OF BAY.

The foregoing instrument was acknowledged before me this 25th day of July, 1997, by EUGENE F. CLEMENT, JR., as President, and WALTER D. ABBOT, JR., as Secretary, respectively, of FIRST NORTHWEST FLORIDA HOLDING COMPANY, on behalf of the corporation. Each is personally known to me.


NOTARY PUBLIC

Yvonne B. Hollis
Name of Notary Typed, Printed or
Stamped

