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**From:**

Account Name : TODD WATSON, ATTORNEY AT LAW  
 Account Number : I19990000260  
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**FLORIDA PROFIT CORPORATION OR P.A.**

*Flagship Capital Corporation*

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 9, 2000

TODD WATSON

SUBJECT: FLAGSHIP BANCORP, INC.  
REF: W00000003550

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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  
(850) 410-9111

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Angela Howell  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FLAGSHIP CAPITAL CORPORATION**

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE 1.0 NAME AND ADDRESS**

The name of the Corporation is: Flagship Capital Corporation. The principal office and mailing address is 4231 Walnut Bend, Suite 1B, Jacksonville, Florida, 32257.

**ARTICLE 2.0 DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 3.0 PURPOSE**

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

**ARTICLE 4.0 SHARES**

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

**ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32257, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

**ARTICLE 6.0 DIRECTORS**

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with

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the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Joseph P. Stingone

4231 Walnut Bend, Suite 1B  
Jacksonville, Florida, 32257

J. Bert Watson

4231 Walnut Bend, Suite 1B  
Jacksonville, Florida, 32257

**ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR**

The name and address of the Incorporator is as follows:

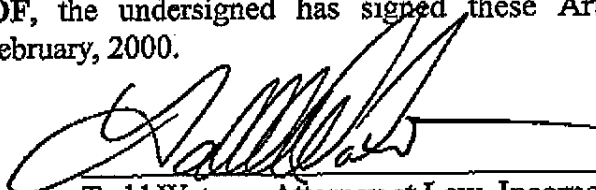
Todd Watson, Attorney at Law

7785 Baymeadows Way, Suite 107  
Jacksonville, Florida 32256

**ARTICLE 8.0 AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of February, 2000.

  
\_\_\_\_\_  
Todd Watson, Attorney at Law, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of February, 2000, by Todd Watson, Attorney at Law, on behalf of the Corporation, who is personally known to me.

  
\_\_\_\_\_  
Signature of Notary Public

Notary's Seal:



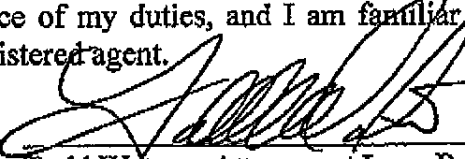
Alice V. Cassada  
MY COMMISSION # CCB07407 EXPIRES  
March 24, 2001  
BONDED THROUGH TROY PAIR INSURANCE, INC.

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**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Todd Watson, Attorney at Law, Registered Agent

Date: February 14, 2000.

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