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LAW OFFICES
TAYLOR & TAYLOR
POST OFFICE BOX 2000
KEYSTONE HEIGHTS, FLORIDA 32656-2000

FILED

JAMES J. TAYLOR JR

November 14, 2000

00 NOV 15 AM 10:42

TELEPHONE
352-473-8181

MARY A. TAYLOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE
352-473-8161

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12/01/00

Re: Incorporation of Flagler Financial, Inc.

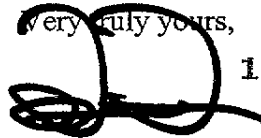
Dear Sirs:

Enclosed for filing are the original and a copy of articles of incorporation and designation and acceptance of registered agent for the corporation referenced above.

Also enclosed is our firm check in the amount of \$78.75 for filing fees and a certificate of status for the corporation.

Please return a copy of the filed articles and the certificate to this office.

Very truly yours,



James J. Taylor Jr.

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

Per 11/16/00

ARTICLES OF INCORPORATION
OF
FLAGLER FINANCIAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

EFFECTIVE DATE

The name of the Corporation ("Corporation") is Flagler Financial, Inc.

12/01/00

ARTICLE II

The existence of the Corporation shall begin on December 1, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 333 South Lawrence Boulevard, Keystone Heights, Florida 32656.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 420 South Lawrence Blvd., Keystone Heights, Florida 32656. The initial registered agent for the Corporation at that address is James J. Taylor Jr.

ARTICLE VI

The name and street address of the incorporator of the Corporation is:

Name	Address
Richard W. Roberts	350 Oriole Street, Keystone Heights, Florida 32656

ARTICLE VII

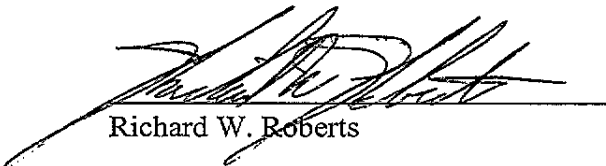
The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names of the persons who will serve on the initial board of directors are:

Name	Address
Richard W. Roberts	Same as above
Janet P. Roberts	Same as above

ARTICLE VIII

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on November 2nd 2000.


Richard W. Roberts

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Flagler Financial, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



James J. Taylor Jr.

Date: November 2, 2000

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00 NOV 15 AM 10:42
TALAHASSEE, FLORIDA