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Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
GERARD SCHLOTH

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

January 30, 2001

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

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-02/02/01--01111--013
*****78.75 *****78.75

Re: FINANCIAL INSTITUTION STRATEGIES, INC.

Dear Sir or Madam:

Enclosed please find the the original and one (1) copy of the Articles of Incorporation for Financial Institution Strategies, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

F. CHESBROUGH FEB 5 2001

ARTICLES OF INCORPORATION
FOR
FINANCIAL INSTITUTION STRATEGIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is FINANCIAL INSTITUTION STRATEGIES, INC. The principal office and mailing address of this corporation is 8591 Ethans Glen Terrace, Jacksonville, Florida 32256.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred (500) shares of capital stock, of which five hundred (500) shares shall be issued to Francis T. Burke and Susan J. Burke, his wife, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8591 Ethans Glen Terrace, Jacksonville, Florida 32256, and the name of the initial registered agent of the corporation at that address is Francis T. Burke.

ARTICLE V
Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Francis T. Burke	8591 Ethans Glen Terrace Jacksonville, FL 32256	President/Treasurer
Susan J. Burke	8591 Ethans Glen Terrace Jacksonville, FL 32256	Vice President/Secretary

ARTICLE VI
Incorporator

The name and street address of the incorporator of this corporation is Francis T. Burke, 8591 Ethans Glen Terrace, Jacksonville, Florida 32256.

ARTICLE VII
By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII
Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions

upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 30TH day of January, 2001.

Francis T. Burke

Francis T. Burke
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of JANUARY, 2001 by Francis T. Burke.

Lee S. Osborne

Notary Public, State of Florida Lee S. Osborne



MY COMMISSION # CC657290 EXPIRES
July 12, 2001

Print Name: _____

BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: _____

Personally known _____ or produced identification: FL DL B620-258-42-182-0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Financial Institution Strategies, Inc., desiring to organize under the laws of the State of Florida as a corporation, has named Francis T. Burke, who maintains an office at 8591 Ethans Glen Terrace, Jacksonville, Florida 32256, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 30th day of January, 2001.

By: Francis T. Burke
Francis T. Burke, Incorporator

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 30th day of January, 2001.

Francis T. Burke
Francis T. Burke