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(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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Rod Jones
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September 25, 2001

Ms. Karon Beyer
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

**Re: Articles of Incorporation of
First Columbia Bancorp, Inc.**

Dear Ms. Beyer:

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

Enclosed please find the following:

1. Articles of incorporation of First Columbia Bancorp, Inc.
2. A letter indicating that the Division of Banking has no objection to the use of the name "First Columbia Bancorp, Inc."
2. Shutts & Bowen's check in the amount of \$78.75 in payment of (i) the prescribed fee for filing the articles, (ii) the related designation of and acceptance by the resident agent, and (iii) the return of one certified copy of the articles.

Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the enclosures, please do not hesitate to call me.

Sincerely,

Rod Jones
Rod Jones

Enclosures

cc: Mr. Bruce A. Naylor
ORLDOCS 10090758.1 RJ

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TALLAHASSEE, FLORIDA
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AMSTERDAM

FORT LAUDERDALE

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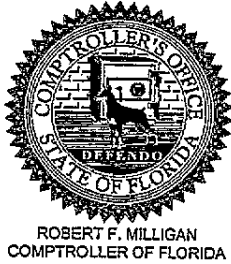
TALLAHASSEE

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REGISTERED

SEP 26 2001



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

September 17, 2001

Rod Jones, Esq.
Shutts & Bowen LLP
300 South Orange Avenue
Suite 1000
Orlando, FL 32801-3373

Dear Mr. Jones:

Re: "First Columbia Bancorp, Inc."

Reference is made to your letter/fax dated September 14, requesting approval of the above-referenced corporate name which will become a holding company of Columbia County Bank, Lake City, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FIRST COLUMBIA BANCORP, INC.**

The undersigned, acting as incorporator, and for the purpose of forming a corporation under and pursuant to the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be FIRST COLUMBIA BANCORP, INC., and its mailing address and initial principal place of business shall be at 127 West Hillsboro Street, in the Lake City, Columbia County, Florida.

ARTICLE II

The corporation shall be authorized to issue 10,000 shares of a single class of common stock, par value \$1.00 per share.

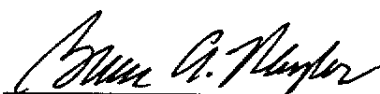
ARTICLE III

The street address of the corporation's initial registered office is 127 West Hillsboro Street, Lake City, Florida 32055, and the name of the initial registered agent at that office is Bruce A. Naylor.

ARTICLE IV

The name and address of the incorporator is Bruce A. Naylor, 127 West Hillsboro Street, Lake City, Florida 32055.

IN WITNESS of the foregoing, the undersigned incorporator has signed these Articles of Incorporation this 17 day of September, 2001.



BRUCE A. NAYLOR, Incorporator

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

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: FIRST COLUMBIA BANCORP, INC. (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Bruce A. Naylor as its Registered Agent to accept service of process within the State of Florida with its registered office located at 127 West Hillsboro Street, Lake City, Florida 32055.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17 day of September, 2001.



BRUCE A. NAYLOR, Registered Agent

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