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BASIC AMENDMENT

GULF ATLANTIC FINANCIAL GROUP, INC.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
GULF ATLANTIC FINANCIAL GROUP, INC.,
a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of **GULF ATLANTIC FINANCIAL GROUP, INC.**, a Florida corporation (the "Corporation") filed with the Department of State on November 22, 2002, under Document #P02000125102, as amended, are further amended as follows:

Article I Name, of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE I Name

The name of the Corporation is **FLORIDA CAPITAL GROUP, INC.** The principal place of business of the Corporation shall be: 10151 Deerwood Park Boulevard, Building.100 Suite 250 Jacksonville, Florida 32256.


Except as amended hereby, the Articles of Incorporation, as amended, shall remain in full force and effect.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and duly approved by a majority of all of the shareholders of each class of shares entitled to vote on the amendment as of March 3, 2005 and by all of the directors of the Corporation as of February 15, 2005, which approval was sufficient to validly and legally adopt such amendment.

These Articles of Amendment shall be effective as of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned duly authorized Officer of the Corporation has executed these Articles of Amendment this 3rd day of March, 2005

GULF ATLANTIC FINANCIAL GROUP, INC., a
Florida corporation


Name: CHARLES HUGHES
Title: PRESIDENT/CEO