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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
Phone : (904) 798-3700
Fax Number : (904) 354-4459

DOMESTICATION
RESOURCE BANCSHARES MORTGAGE GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$120.00

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Department of State 2/26/2003 11:18 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 26, 2003

AKERMAN, SENTERFITT OF JACKSONVILLE

SUBJECT: RESOURCE BANCSHARES MORTGAGE GROUP, INC.
REF: W03000005548

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, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

FAX Aud. #: H03000062526
Letter Number: 803A00012300

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03 MAR 18 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF FINANCIAL SERVICES

March 13, 2003

REC'D MAR 18 2003

Bruce Culpepper, Esquire
AkermanSenterfitt
901 South Bronough Street
Suite 200
Tallahassee, Florida 32301-1722

Re: Resource Bancshares Mortgage Group, Inc.

Dear Mr. Culpepper:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a wholly-owned subsidiary of NetBank, a federal savings bank located in Georgia, wishing to transact business as a foreign corporation in the state of 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. Therefore, the Office of Financial Institutions will not object to the use of the above name being registered to transact business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in cursive script, appearing to read "Linda B. Charity".

Linda B. Charity
Deputy Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

William T. Sims, Division of Finance Regulation
Bureau of Finance Regulation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION


The undersigned, Charles, E. Mapson, Vice President and Secretary of RESOURCE BANCSHARES MORTGAGE GROUP, INC., a foreign Corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed is December 21, 1994.
2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being is Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is Resource Bancshares Mortgage Group, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to sections 607.0202 and 607.0401 of the Florida Business Corporation Act (the "Act") with this certificate is Resource Bancshares Mortgage Group, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is Delaware.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to section 607.1801 of the Act.

I am Vice President and Secretary of Resource Bancshares Mortgage Group, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 7th day of February, 2003

**RESOURCE BANCSHARES MORTGAGE
GROUP, INC.**

By:


Charles E. Mapson, Vice President and
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RESOURCE BANCSHARES MORTGAGE GROUP, INC.

ARTICLE I

Name and Duration

The name of the Corporation is RESOURCE BANCSHARES MORTGAGE GROUP, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation is 9710 Two Notch Road, Columbia, South Carolina 29223.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 1200 South Pine Island Road, Plantation, FL 33324 in the County of Broward. The name of the registered agent at such address is CT Corporation System.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE VCapital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is four million five hundred thousand one hundred (4,500,100) shares of Common Stock having no par value per share. If the Corporation acquired or acquires its own shares, such shares belong to the Corporation and constitute treasury shares until disposed of or cancelled by the Corporation.

ARTICLE VIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
MOTOLAW, Inc.	50 North Laura Street, Suite 2500 Jacksonville, FL 32202

ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Steven F. Herbert	9710 Two Notch Road Columbia, South Carolina 29223
Charles E. Mapson	9710 Two Notch Road Columbia, South Carolina 29223
Jerald W. McCoy	9710 Two Notch Road Columbia, South Carolina 29223

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ARTICLE VIII

Shareholder Voting

In all matters other than the election of directors, the vote of a majority of the shares of stock of the Corporation present, in person or by proxy, at a meeting of shareholders at which a quorum is present and then entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Duval County, Jacksonville, Florida this 7th day of February, 2003.

INCORPORATOR:

MOTOLAW, Inc.

By: Ivan A. Colao
Ivan A. Colao, Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That RESOURCE BANCSHARES MORTGAGE GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida, has named CT CORPORATION SYSTEM, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

Dated this 7 day of February, 2003.

CT CORPORATION SYSTEM

By:
Print Name:
Print Title:

Shelley Savage
Shelley Savage
Vice President

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