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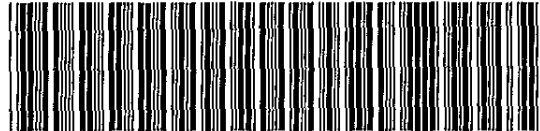
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STATE OF FLORIDA

OFFICE OF FINANCIAL REGULATION

DATE: February 24, 2004

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Synovus Bank of Jacksonville
Jacksonville, Duval County
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using TODAY'S DATE as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- 2) One copy to: Mr. William J. Hammel
Synovus Bank of Jacksonville (in organization)
10407 Centurion Parkway North, Suite 200
Jacksonville, Florida 32256
- (3) One copy to: Mr. Jeff Perry
Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

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**ARTICLES OF INCORPORATION
OF
SYNOVUS BANK OF JACKSONVILLE**

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Synovus Bank of Jacksonville and its initial place of business shall be at 10407 Centurion Parkway North, in the City of Jacksonville, in the County of Duval and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the Florida Financial Institutions Code, regulating the organization, powers and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 50,000. Such shares shall be of a single class and shall have a par value of \$100.00 per share. The corporation shall begin business with at least \$5,000,000 in paid-in common capital stock to be divided into 50,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$5,000,000, all of which (capital stock, surplus and undivided profits) shall be paid in cash.

ARTICLE IV

The terms for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

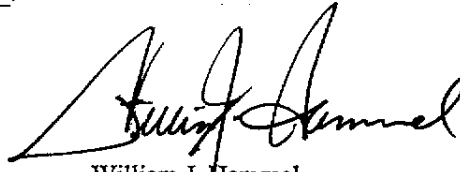
ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the first directors of the corporation are:

Name	Street Address
Richard D. Glock	8068 Shady Grove Road Jacksonville, Florida 32256
Fred L. Green III	1241 Main Street Columbia, South Carolina 29201
William H. Harrell	3964 Alhambra Drive West Jacksonville, Florida 32207
William J. Hammel	4528 Kuhn Road Jacksonville, Florida 32257
Fred Jefferson	101 South Crawford Street Thomasville, Georgia 31792
Kenneth P. Kuester	13924 Mandarin Oaks Lane Jacksonville, Florida 32223
Michael Schneider	11563 Hidden Harbor Way Jacksonville, Florida 32223
J. Howard Sheffield	10147 Bishop Lake Road, West Jacksonville, Florida 32256

[SIGNATURES ON NEXT PAGE]

In witness of the foregoing, the undersigned has executed these Articles of Incorporation this
23 day of JANUARY, A.D. 2004.

A handwritten signature in black ink, appearing to read "William J. Hammel", written in a cursive style.

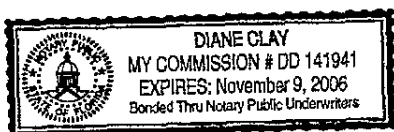
William J. Hammel
Chairman of the Board

STATE OF FLORIDA)
COUNTY OF DUVAL)

ss

The foregoing instrument was acknowledged before me this 23 day of JANUARY 2004, by WILLIAM J. HAMMEL, who is personally known to me or who has produced N/A as identification and who did/did not take an oath.

(SEAL)

*Diane Clay*

Notary Public – State of Florida at Large
My Commission Expires:

Approved by the Office of Financial Regulation this 24th day of February, 2004.

Tallahassee, Florida

Linda B. Charity

Linda B. Charity
Deputy Director
Office of Financial Regulation

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