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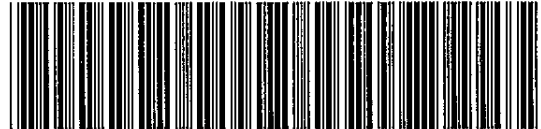
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: March 10, 2004

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Hancock Bank of Florida
Tallahassee, Leon County
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the CLOSE OF BUSINESS ON MARCH 12, 2004, as the effective date.

Please make the following distribution of certified copies:

*3 cert. copies
+ 1 copy*

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- 2) Two copies to: Mr. Gary Landrum
633 North State Street
Jackson, Mississippi 32302
- (3) One copy to: Ms. Ruth Ellen Cetto
(uncertified) Federal Deposit Insurance Corporation
5100 Poplar Avenue
Suite 1900
Memphis, Tennessee 38137

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.

***ARTICLES OF INCORPORATION
OF
HANCOCK BANK OF FLORIDA***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 HANCOCK BANK OF FLORIDA.
and its initial place of business shall be at 111 South Monroe Street, in the City of Tallahassee, in the County of Leon 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 Codes, 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 one hundred thousand (250,000) common shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share. The corporation shall begin business with at least \$2,500,000.00 in paid-in common capital stock to be divided into 250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,500,000.00, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

The term 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). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:


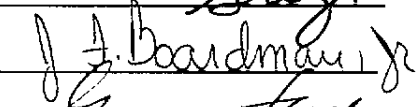
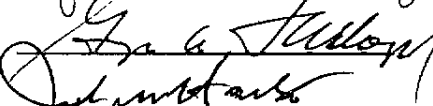
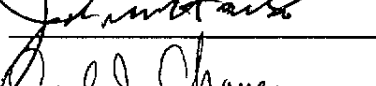
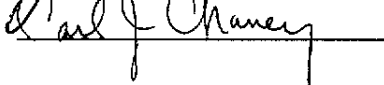
NAME	STREET ADDRESS
Leo W. Seal, Jr.	2510 14 th Street, Gulfport, MS 39501
J. F. Boardman, Jr.	2510 14 th Street, Gulfport, MS 39501
George A. Schloegel	2510 14 th Street, Gulfport, MS 39501
John M. Hairston	2510 14 th Street, Gulfport, MS 39501
Carl J. Chaney	2510 14 th Street, Gulfport, MS 39501

ARTICLE VI

These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of the Bank, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount. The Bank's Board of Directors may at any time propose one or more amendments to the Articles of Incorporation for submission to the shareholders. Proper notice as

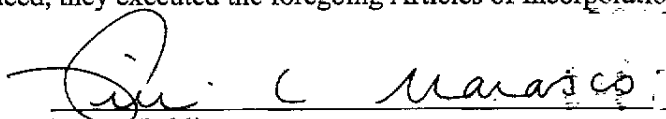
required by applicable law shall be given the shareholders regarding any proposal to amend the Articles of Incorporation.

In witness of the foregoing, the undersigned director(s) have executed these Articles of Incorporation this _____ day of March, A. D. 2004.

SIGNATURE	NAME	STREET ADDRESS
	Leo W. Seal, Jr.	2510 14 th Street, Gulfport, MS 39501
	J. F. Boardman, Jr.	2510 14 th Street, Gulfport, MS 39501
	George A. Schloegel	2510 14 th Street, Gulfport, MS 39501
	John M. Hairston	2510 14 th Street, Gulfport, MS 39501
	Carl J. Chaney	2510 14 th Street, Gulfport, MS 39501

STATE OF MISSISSIPPI
COUNTY OF HARRISON

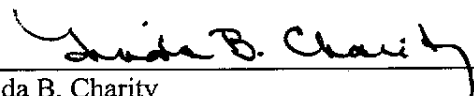
The foregoing instrument was acknowledged before me, on this 5th day of March, 2004, within my jurisdiction, the within named LEO W. SEAL, JR., J. F. BOARDMAN, JR., GEORGE A. SCHLOEGEL, JOHN M. HAIRSTON, and CARL J. CHANEY who are personally known to me and who acknowledged that they are Directors and Incorporators of Hancock Bank of Florida (in organization), a Florida corporation, and that for and on behalf of said Hancock Bank of Florida (in organization), and as its act and deed, they executed the foregoing Articles of Incorporation.


Notary Public

My Commission Expires: 09/20/04

Approved by the Office of Financial Regulation this 10TH day of MARCH, 2004.

Tallahassee, Florida


Linda B. Charity
Deputy Director
Office of Financial Regulation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA