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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Midcoast Financial, Inc.

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| Certificate of Status | 1 |
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Corporate Filing

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04 APR 30 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MIDCOAST FINANCIAL, INC.**

In compliance with Chapter 607 of the Florida Business Corporation Act, the undersigned, a natural person (the "*Incorporator*"), for the purpose of organizing a corporation under the provisions and subject to the requirements of the laws of the State of Florida hereby certifies that:

I.

The name of the corporation shall be MidCoast Financial, Inc.

II.

The street address and mailing address of the initial principal office of the corporation is 1926 10th Avenue North, Suite 400, Lake Worth, Florida 33461.

III.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Hundred (100), each having a par value of one dollar (\$1.00).

IV.

The Florida street address of the initial registered office of the corporation is 1200 South Pine Island Road, Plantation, FL 33324. The initial registered agent of the corporation at such address shall be CT Corporation System.

V.

The name and address of the Incorporator is McHenry Kane, 6000 Fairview Road, Suite 1125, Charlotte, North Carolina, 28210.

VI.

A director of the corporation shall not be personally liable for monetary damages for breach of any duty as director except and only to the extent applicable law restricts the effectiveness of this provision. Any repeal or modification of this article shall be prospective only and shall not diminish the rights or expand the personal liability of a director of the corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

VII.

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 the stockholders herein are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
CT CORPORATION SYSTEM,
Registered Agent

4/29/04
Date

IN WITNESS WHEREOF, this certificate has been subscribed this 29th day of April 2004 by the undersigned who affirms that the statements made herein are true and correct.

McHenry Kane
MCHENRY KANE
Incorporator