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Division of Corporations

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

From: Account Name : MCGUIRE WOODS LLP  
Account Number : 071075000166  
Phone : (904) 798-3200  
Fax Number : (904) 798-3207

2004 JUN -8 A 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

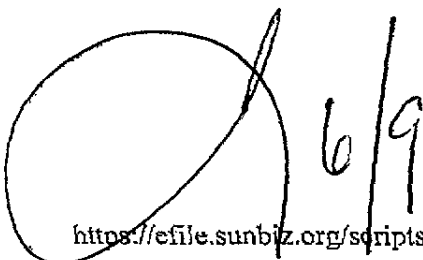
**Florida Bank Mortgage, Inc.**

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FAX NO.

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DIVISION OF BANKING



OFFICE OF FINANCIAL REGULATION

DON B. SAXON  
DIRECTOR

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850 410 9548 P.02/02

FINANCIAL SERVICES  
COMMISSION

JEB BUSH  
GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

June 8, 2004

H.E. Skinner, Esquire  
McGuireWoods LLP  
50 N. Laura Street, Suite 3300  
Jacksonville, Florida 32202

Re: Florida Bank Mortgage, Inc.

Dear Mr. Skinner:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a wholly-owned subsidiary of Mercantile Bank, Orlando, 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, this Office 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,

Linda B. Charity  
Deputy Director  
Financial Institutions

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

200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371  
(850) 410-2111 • FAX (850) 410-9548

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA BANK MORTGAGE, INC.**

**ARTICLE I.**

**CORPORATE NAME**

The name of this corporation is FLORIDA BANK MORTGAGE, INC.

**ARTICLE II.**

**INITIAL PRINCIPAL OFFICE**

The street address and the mailing address of the initial principal office of this corporation is  
5210 Belfort Road, Suite 310, Jacksonville, FL 32256.

**ARTICLE III.**

**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

**ARTICLE IV.**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the state of Florida is 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is RAX CO., a Florida corporation. The board of directors may, from

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time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

RAX CO., a Florida corporation  
50 North Laura Street, Suite 3300  
Jacksonville, Florida 32202

ARTICLE VI.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator, has hereunto set his hand this 8<sup>th</sup> day of June, 2004.

RAX CO., a Florida corporation  
Incorporator

By: 

Halcyon E. Skinner, President

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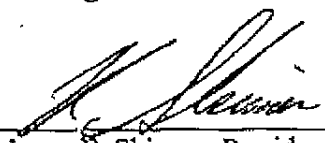
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
FLORIDA BANK MORTGAGE, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, RAX CO., a Florida corporation., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon FLORIDA BANK MORTGAGE, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 8<sup>th</sup> day of June, 2004.

**RAX CO., a Florida Corporation  
Registered Agent**

By

  
Haicyon E. Skinner, President

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