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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Holdings
First Southwest Bancshares, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 25, 2004

SMITH, GAMBELL & RUSSELL LLP

SUBJECT: FIRST SOUTHWEST BANCSHARES, INC.
REF: W04000039107

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.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
FIRST SOUTHWEST HOLDINGS, INC.

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Article 1

The name of the corporation is First Southwest Holdings, Inc. (the "Corporation")

Article 2

The street address of the Corporation is 3650 Mansell Road, Suite 200, Alpharetta, Georgia 30022.

Article 3

The registered office of the Corporation is 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202 and the name of the registered agent of the Corporation at such address is Michael A. Walters.

Article 4

The Corporation has the authority to issue one hundred ten million (110,000,000) shares of capital stock, with a par value of \$.01 per share, which shall be divided into classes and shall have the following designations, preferences, limitations and relative rights:

A. Common Stock. One class shall consist of one hundred million (100,000,000) shares of common stock, designated "Common Stock," which shares shall, except as specifically granted to any other class of stock set forth below, be entitled to unlimited voting rights in regard to the Corporation and to receive the net assets of the Corporation upon dissolution.

B. Preferred Stock. One class shall consist of ten million (10,000,000) shares of preferred stock, designated "Preferred Stock," which shares may be issued in one or more series and shall have such designations, powers, preferences, rights, qualifications, limitations and restrictions as determined by the Board of Directors of the Corporation under the provisions of Section 607.0602 of the Act, or any successor statute.

Article 5

(A) The number of directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors; provided, however that the number of directors fixed by the Board of Directors shall not be less than three or more than twenty-five.

(B) The Board of Directors shall be classified, with respect to the time for which they severally hold office, into three classes, designated as Class I, Class II and Class III, as nearly equal in number as possible. At the first annual shareholders' meeting following the date hereof (the "Initial Meeting"), (i) the Class I directors shall be elected for a term expiring at the first annual meeting of shareholders following the Initial Meeting, (ii) the Class II directors shall be elected for a term expiring at the second annual meeting of shareholders following the Initial Meeting, and (iii) the Class III directors shall be elected for a term expiring at the third annual meeting of shareholders following the Initial Meeting, with each member of each Class to hold office until his or her successor is elected and qualified. At each annual shareholders' meeting after the Initial Meeting, the successors of the Class of directors whose terms expire at such meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

(C) Directors may not be removed from office by shareholders without cause.

(D) The affirmative vote of the holders of at least 75% of the total number of votes entitled to be cast by the holders of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors shall be required to amend, alter, change or repeal, or to adopt any provision as part of these Articles of Incorporation inconsistent with, this Article 5. The holder of each share of capital stock entitled to vote thereon shall be entitled to cast the same number of votes as the holder of such shares is entitled to cast generally in the election of directors.

Article 6

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action, suit or proceedings, civil, criminal, administrative, investigative or other (whether brought by or in the right of the Corporation or otherwise) arising out of their service to the Corporation or to another organization at the request of the Corporation, or because of their positions with the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of directors of the Corporation. The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability, cost or expense asserted against or incurred by him in respect of such service, whether or not the Corporation would have the power to indemnify him against such liability by law or under the provisions of this paragraph. The provisions of this paragraph shall be applicable to persons who have ceased to be directors or officers, and shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnity hereunder.

Article 7

To the fullest extent permitted by law, no director of the Corporation shall be personally liable for monetary damages for any action taken in his or her capacity as director, or any failure to take any action in his or her capacity as director.

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Article 8

The street address of the incorporator of the Corporation is Suite 3100, Promenade II, 1230 Peachtree Street, N.E., Atlanta, Georgia 30309-3592. The name of the incorporator of the Corporation is Robert C. Schwartz.

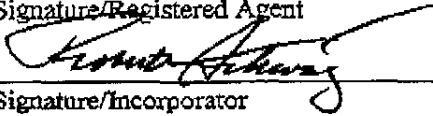
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

10/21/04

Date



Signature/Incorporator

10/22/04

Date

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