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July 19, 2007

VIA HAND-DELIVERY

Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

RE: NorthStar Banking Corporation

To whom it may concern:

Enclosed, please find Restated Articles of Incorporation to be filed on behalf of NorthStar Banking Corporation and a check in the amount of \$52.50 for the filing fee and two (2) certified copies. Please do not hesitate to contact our office should you need further information or have any concerns. Thank you in advance for your prompt attention in this matter.

Sincerely,

IGLER & DOUGHERTY, P.A.

Edward W. Dougherty Jr., Esc

For the Firm

EWD:chs

Enclosures

RESTATED ARTICLES OF INCORPORATION OF NORTHSTAR BANKING CORPORATION

SECRE 19 ALLED The undersigned Incorporator, for the purpose of restating the Amended and R Articles of Incorporation under the Florida General Corporation Act hereby adopts the follow Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is NORTHSTAR BANKING CORPORATION ("Corporation").

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business of the Corporation shall be 400 North Ashley Drive, Suite 1400, Tampa, Florida 33602.

ARTICLE III. PURPOSE

The Corporation may engage in or transact any and all activities and businesses permitted under the laws of the United States and of the State of Florida or any other state, county, territory or nation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida: Any action required or permitted to be taken by the shareholders of the Corporation may be taken without a meeting, pursuant to the provisions contained in Section 607.0704, Florida Statutes.

ARTICLE IV. SHARES

Section 1 - Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,000,000, consisting of:

- 2,500,000 shares of preferred stock, par value one cent (\$0.01) per share A. ("Preferred Stock"); and
- 7,500,000 shares of common stock, par value one cent (\$0.01) per share B. ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share.

Section 2 - Preferred Stock: The Board of Directors is authorized, subject to any: limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (suchcertificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative

vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

ARTICLE V. INITIAL OFFICERS/DIRECTORS

The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one nor more than fifteen. The following are the names and residences of the persons appointed to act as directors until their successors are elected and qualified:

H. Monty Weigel, 6451 Renwick Circle, Tampa, Florida 33647
Simone Gans Barefield, 7445 Quail Meadow Road, Plant City, Florida 33565
John Hashagen, 6624 Taeda Drive, Sarasota, Florida 34241
Kiran Patel, 11609 Carrollwood Drive, Tampa, Florida 33618
Pareshbhai Patel (Paresh), 1520 Gulf Boulevard, #1706, Clearwater, Florida 33767
Gregory Politis, 965 S. Bayshore Boulevard, Safety Harbor, Florida 34695
Francisco Juan Sanchez (Frank), 1106 W. Coral Street, Tampa, Florida 33602
Pablo Santa Cruz, 2216 Windsong Court, Safety Harbor, Florida 34695
Martin Traber, 3507 Bayshore Boulevard, Unit 302, Tampa, Florida 33629
Gene Marshall, 3799 Wellington Parkway, Palm Harbor, Florida 34685
John H. Sykes, 901 S. Newport Avenue, Tampa, Florida 33606

ARTICLE VI. REGISTERED AGENT

Pursuant to the provisions or Section 607.0501, Florida Statutes the name and address of the registered agent is: Igler & Dougherty, P.A. 2457 Care Drive, Tallahassee, Florida 32308

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is H. Monty Weigel, 6451 Renwick Circle, Tampa, Florida 33647.

ARTICLE VIII. TERM OF EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE IX. TELEPHONE CONFERENCE

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, or proposed by the Board of Directors to the stockholders and approved either at a stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or by written consent of all stockholders.

ARTICLE XII. BYLAWS

The initial Bylaws of the Corporation shall be adopted by vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified or repealed as provided by the Bylaws.

These Restated Articles of Incorporation are adopted as of June 27, 2007.

IN WITNESS WHEREOF, the undersigned, H. Monty Weigel, President and CEO, executed these Restated Articles of Incorporation on this _____ day of July, 2007.

NORTHSTAR BANKING CORPORATION

H. Monty Weigel, President and CEO

CERTIFICATION

I, H. Monty Weigel, President and CEO of NorthStar Banking Corporation hereby certify that these Restated Articles of Incorporation do not contain an amendment requiring shareholder approval and have been adopted by the Board of Directors of NorthStar Banking Corporation. The sole amendment included herein is the deletion of an initial director and address pursuant to Section 607.1002(2), Florida Statutes.

NORTHSTAR BANKING CORPORATION

1. Monty Weigel, President and CEO