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(Requestor's Name)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-13-04

CL 10-31



member FDIC

7215 Financial Way
Jacksonville, FL 32256-9907

Main 888/853-0616
www.netbank.com

October 30, 2006

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

**Re: Certificate of Domestication
Financial Technologies, Inc.**

Dear Sir/Madam:

Enclosed for filing are the below referenced documents:

- Certificate of Domestication
- Articles of Incorporation
- \$137.50 Filing Fee Check

Please provide confirmation of this filing to:

Laura W. Austin
NetBank – Legal Department
7215 Financial Way
Jacksonville, FL 32256

Feel free to contact me at 904-251-6420 or via e-mail at laustin@netbank.com if you have any questions or if I may be of further assistance.

Sincerely,

Laura W. Austin
Corporate Paralegal

Enclosures



TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Financial Technologies, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

| | |
|--|----------------|
| Certificate of Domestication | \$50.00 |
| Articles of Incorporation and Certified Copy | <u>\$78.75</u> |
| Total to domesticate and file | \$128.75 |

OPTIONAL:

| | |
|-----------------------|---------|
| Certificate of Status | \$ 8.75 |
|-----------------------|---------|

FROM: Laura W. Austin - Corporate Paralegal

Name (printed or typed)

7215 Financial Way, Legal Department

Address

Jacksonville, FL 32256

City, State & Zip

904-251-6420

Daytime Telephone Number

CERTIFICATE OF DOMESTICATION

The undersigned, Charles E. Mapson, Vice President and Secretary,
(Name) (Title)

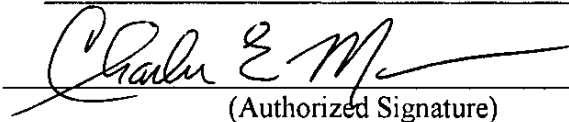
of Financial Technologies, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 13, 2004.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Financial Technologies, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Financial Technologies, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Georgia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Vice President, of Financial Technologies, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 27th day of October, 2006.


(Authorized Signature)

| | |
|--|----------|
| Filing Fee: | |
| Certificate of Domestication | \$50.00 |
| Articles of Incorporation and Certified Copy | \$78.75 |
| Total to domesticate and file | \$128.75 |

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ARTICLES OF INCORPORATION
OF
FINANCIAL TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the Corporation is FINANCIAL TECHNOLOGIES, INC.

EFFECTIVE DATE
5-13-04

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the Corporation in the State of Florida is 7215 Financial Way, Jacksonville, Florida 32256. The mailing address of the Corporation is 7215 Financial Way, Legal Department, Jacksonville, FL 32256.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 7215 Financial Way, Jacksonville, FL 32256 in Duval County, Florida. The name of the registered agent at such address is Charles E. Mapson.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of this Corporation is marketing various technologies to financial institutions and engaging in such related and permissible activities in connection therewith and to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock having \$.01 par value.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

Charles E. Mapson
7215 Financial Way
Jacksonville, FL 32256

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

3. The name and mailing address of the person who shall serve as the initial director of the Corporation until the first annual meeting of the shareholders is as follows:

Charles E. Mapson
7215 Financial Way
Jacksonville, FL 32256

ARTICLE VIII
Shareholder Voting

In all matters other than the election of directors, the vote of a majority of the shares of stock of the Corporation present, in person or by proxy, at a meeting of shareholders at which a quorum is present and then entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX
Amendment

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 shareholders herein are granted subject to this reservation.

ARTICLE X
Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

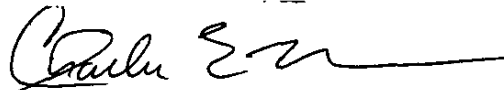
ARTICLE XI
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Duval County, Jacksonville, Florida this 27th day of October, 2006.

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



Charles E. Mapson

Incorporator / **REGISTERED AGENT**

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