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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
C1 FINANCIAL, INC.**

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**ARTICLES OF INCORPORATION
OF
C1 FINANCIAL, INC.**

ARTICLE I - NAME

The name of this Corporation is C1 FINANCIAL, INC., and its principal office and mailing address is 100 5th Street South, St. Petersburg, FL 33701.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

A. Classes of Stock. The Corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, par value, One Dollar (\$1.00) per share ("Common Stock"), and Ten Million (10,000,000) shares of preferred stock, par value, One Dollar (\$1.00) per share (the "Preferred Stock"). The shares may be issued from time to time as authorized by the Board of Directors of the Corporation without the approval of the shareholders except as otherwise provided herein or to the extent that such approval is required by law.

B. Common Stock. The Common Stock shall have the following rights, preferences, privileges and restrictions:

Section 1. Voting Rights. The holders of Common Stock shall have unlimited voting rights except as otherwise provided by law. The holders of Common Stock shall have the right to one vote for each share of Common Stock, shall be entitled to notice of any shareholders' meetings in accordance with the bylaws of this Corporation, and shall be entitled to vote in such manner as provided by law.

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Section 2. Dividend Rights. Subject to the rights of holders of Preferred Stock and all other classes of stock at the time outstanding having prior rights as to dividends, the holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 3. Liquidation Rights. Subject to the rights of holders of Preferred Stock and all other classes of stock at the time outstanding having a preference in the distribution of assets of the Corporation, upon the liquidation, dissolution or winding up thereof, either voluntarily or involuntarily, holders of the Common Stock shall be entitled to receive the distribution of all remaining assets of the Corporation pro rata according to the number of shares of Common Stock held by each.

Section 4. Redemption. The Common Stock may not be redeemed except as authorized by law.

C. Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more classes. The Board of Directors is hereby authorized to fix or alter the rights, preferences, assigned values, privileges, and restrictions granted to or imposed upon each class of Preferred Stock, and the number of shares constituting any such class and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or any class thereof in these Articles of Incorporation as the same may be amended from time to time ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any class therefore; the rights, privileges, preferences and restrictions of any such class may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions

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with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or classes of Preferred Stock of Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any class, prior or subsequent to the issue of that class, but not below the number of shares of such class then outstanding. In case the number of shares of any class shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of each class.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Ryan L. Snyder, Esq., and his principal address is 11031 Gatewood Drive, Bradenton, FL 34211.

ARTICLE VI - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles is Trevor R. Burgess, and his address is 300 Beach Dr. NE, Apt 2201, St. Petersburg, FL 33701.

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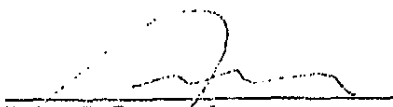
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ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of July, 2013.


Trevor R. Burgess, Incorporator

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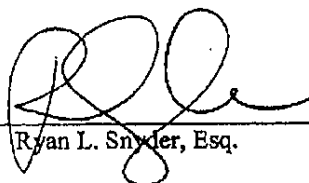
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 18th DAY OF JULY, 2013

By:


Ryan L. Snyder, Esq.

(Corporate Seal)