

Joseph A. Brooke, III
8637 Southern Glen Drive
Jacksonville, Florida 32256
904/363-3164

P95000013014

January 9, 1995

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

RECEIVED
DIVISION OF CORPORATIONS
JAN 11 1995
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation for FIRST COAST FINANCIAL SYSTEMS, INC.

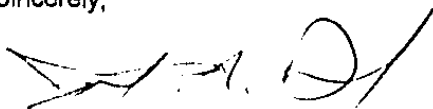
Gentlemen:

Please find enclosed the original and one copy of the subject Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of \$70.00 is enclosed in payment of the filing fees.

Your prompt attention to this matter will be greatly appreciated. Should you have any questions, please feel free to contact me at 904/363-3164.

Sincerely,



Joseph A. Brooke, III

enclosures

FILED
1995 FEB 15 PM 3:43

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2625-1231



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1995

JOSEPH A. BROOKE, III
8637 SOUTHERN GLEN DR.
JACKSONVILLE, FL 32256

SUBJECT: FIRST COAST FINANCIAL SYSTEMS, INC.
Ref. Number: W95000001231

We have received your document for FIRST COAST FINANCIAL SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 795A00002026

Joseph A. Brooke, III
8637 Southern Glen Drive
Jacksonville, Florida 32256
904/363-3164

February 10, 1995

Ms. Brendolyn Bruton
Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

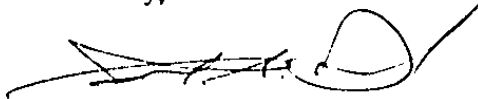
RE: First Coast Financial Systems, Inc.
Ref. #W95000001231

Dear Ms. Bruton:

In furtherance of our telephone conversation of today, I am enclosing the corrected set of articles for the above referenced corporation new filing. I have modified the language in Article VII on page 2 to reflect the principal office of the corporation is indeed the same as the initial registered office.

I want to thank you again for your assistance over the telephone, and for helping to resolve my error. Please feel free to contact me if I can provide anything further relative to this filing.

Sincerely,

A handwritten signature in black ink, appearing to read "Joseph A. Brooke, III", with a large, stylized flourish at the end.

Joseph A. Brooke, III

ARTICLES OF INCORPORATION
OF
FIRST COAST FINANCIAL SYSTEMS, INC.

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THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation.

ARTICLE I - NAME

The name of the Corporation is:

FIRST COAST FINANCIAL SYSTEMS, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 7,500 shares of common stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the

Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders' meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE VII - INITIAL OFFICE & AGENT

The street address of this Corporation's initial registered office and principal office in Florida is:

8637 Southern Glen Drive, Jacksonville, Florida 32256

The initial registered agent at that address is Joseph A. Brooke, III

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one

(1) The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successor is elected and qualifies, is:

Name	Address
Joseph A. Brooke, III	8637 Southern Glen Drive, Jacksonville, Florida 32256

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

Name	Address
Joseph A. Brooke, III	8637 Southern Glen Drive, Jacksonville, Florida 32256

ARTICLE X - COMMON DIRECTORS-TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the

Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, or (c) the contract is fair and reasonable to the Corporation

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

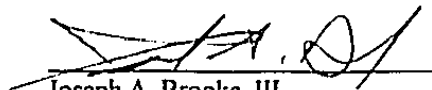
ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII - MISCELLANEOUS

Other lawful provisions, if any, concerning the stock of this Corporation, or for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its Directors or Stockholders, or of any class of stockholders: None.

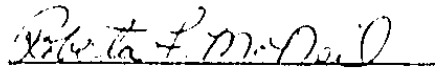
DATED: This 6th of January, 1995.


Joseph A. Brooke, III
Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 6th day of January, 1995 by Joseph A. Brooke, III.


Notary Public, State of Florida

My Commission Expires 3-20-95

(NOTARY SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of SS48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That FIRST COAST FINANCIAL SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its initial registered office in Florida being in the County of Duval, at 8637 Southern Glen Drive, Jacksonville, Florida 32256, has named Joseph A. Brooke, III, located at that same address, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the initial registered offices of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

By: *Joseph A. Brooke, III*

Joseph A. Brooke, III
STATE OF FLORIDA

COUNTY OF DUVAL

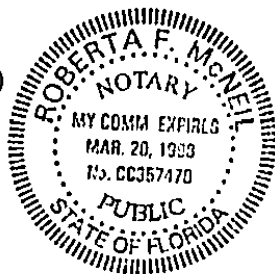
The foregoing Certificate was sworn to and acknowledged before me this 6th day of January, 1995, by Joseph A. Brooke, III.

Roberta F. McNeil

Notary Public, State of Florida

My Commission Expires: 3 20 98

(NOTARY SEAL)



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