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222 SOUTH CALHOUN STREET

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February 5, 1996

400 CLEVELAND STREET

P.O. BOX 1000

CLARWATER, FLORIDA 34605

PHONE 441-0000 FAX 441-0000

DEEPLY REPLY TO:
Tallahassee

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

Re: Capital City Bank Group

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$70.00 to cover the filing fee. A messenger from our firm will come back February 6 to pick up your stamped copy of the Articles.

If you have any questions, please call.

Sincerely,

Carla Green

Carla A. Green
For the Firm

400001706594
02/05/96--01087--003
*****70.00 *****70.00

/cv

Enclosures

cag\ltr\ccb.sos

Pickup
2596
3:00
2596

**ARTICLES OF INCORPORATION
OF
CCBG MERGER CORP.**

FILED
95 FEB -5 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is CCBG Merger Corp.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of this corporation shall be:

217 N. Monroe Street
Tallahassee, FL 32301

Article V

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value per share Common Stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 217 N. Monroe Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this corporation at the address is J. Kimbrough Davis.

Article VII

Incorporator

The name and address of the person signing these Articles is:

J. Kimbrough Davis
217 N. Monroe Street
Tallahassee, Florida 32301

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement

of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

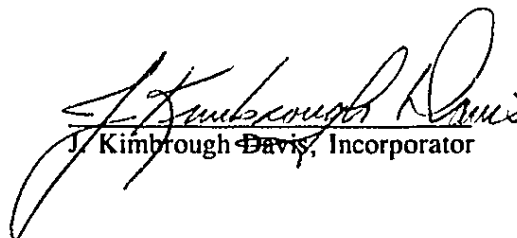
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

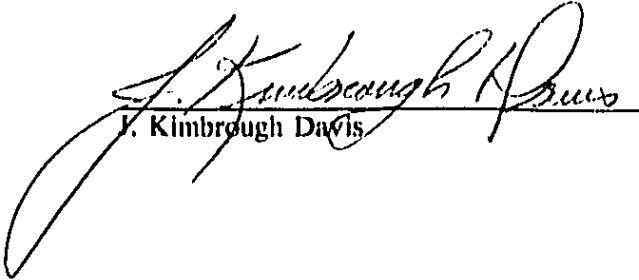
Dated: January 30, 1996


J. Kimbrough Davis, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CCBG Merger Corp., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


J. Kimbrough Davis

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FILED
96 FEB -5 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

CCBG MERGER CORP., a Florida corporation P96000011057

INTO

FIRST FINANCIAL BANCORP, INC., a Florida corporation, S15530

File date: June 28, 1996, effective July 1, 1996

Corporate Specialist: Annette Hogan