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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

(((H96000009523))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HOLLAND FINANCIAL HOLDINGS CORPORATION

FAX AUDIT NUMBER: H96000009523	CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/09/1996	TIME REQUESTED: 18:20:46
CERTIFIED COPIES: 0	CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4	METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $78.75	ACCOUNT NUMBER: 073171003004

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96 JUL 10 PM 4:16
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TALLAHASSEE, FLORIDA

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196A-33660

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96 JUL 10 AM 7:50
DIVISION OF CORPORATIONS

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Articles of Incorporation
of
Holland Financial Holdings Corporation

EFFECTIVE DATE 7-9-96

Article I. Name

The name of this Florida corporation is:

Holland Financial Holdings Corporation

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:

Holland Financial Holdings Corporation
20 Tomoka Avenue, #109
Ormond Beach FL 32174

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value $.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0656

H96000009523

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

David D. Holland

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective July 9, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on July 9, 1996

Corporate Creations International Inc.

By: ____________________
Luis A. Uriarte Vice President

H96000009523

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

CORPORATION:
Holland Financial Holdings Corporation

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.
Luis A. Uriarte, Vice President

Date: 7/9/96

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Corporate Creations International Inc.
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8/22/96 FLORIDA DIVISION OF CORPORATIONS 2:15 PM
PUBLIC ACCESS SYSTEM
(((H96000011765))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

(((H96000011765))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: HOLLAND FINANCIAL HOLDINGS CORPORATION
FAX AUDIT NUMBER: H96000011765 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/22/1996 TIME REQUESTED: 14:15:22
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $35.00 ACCOUNT NUMBER: 073171003004

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M. HENDRICKS AUG 23 1996

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Amend.

H96000011765

Articles of Amendment
Changing Corporate Name From
Holland Financial Holdings Corporation
to
Holland Financial Group, Inc.

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Holland Financial Holdings Corporation

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Holland Financial Holdings Corporation to Holland Financial Group, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on August 22, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on August 22, 1996.

Holland Financial Holdings Corporation

By: ______________________
Luis A. Uriarte
Its: Assistant Secretary

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Corporate Creations International Inc.
401 Ocean Drive, Suite312
Miami Beach, FL 33139
(305) 672-0656