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MARK R. WHITTAKER  
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17 WEST CERVANTES STREET  
PENSACOLA, FLORIDA 32501

(904)434-1080 FAX (904)414-3597

FILED  
SEP 20 PM 2:51  
TALLAHASSEE, FLORIDA

September 11, 1996

Department of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

300001948133  
-09/16/96--01056--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: First Enterprise Financial, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is our firms check in the amount of \$122.50, representing payment of the following:

|                       |         |
|-----------------------|---------|
| Filing Fee:           | \$35.00 |
| Certified Copy Fee:   | \$52.50 |
| Registered Agent Fee: | \$35.00 |

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,



MARK R. WHITTAKER

MRW/caz

~~WJ 96-19513~~  
509

SEP 23 1996

986 43789



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 17, 1996

MARK R WHITTAKER ESQUIRE  
17 WEST CERVANTES STREET  
PENSACOLA, FL 32501

SUBJECT: FIRST ENTERPRISE FINANCIAL, INC.  
Ref. Number: W96000019513

FILED  
55 SEP 20 PM 2:34  
TALLAHASSEE, FLORIDA

We have received your document for FIRST ENTERPRISE FINANCIAL, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the 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) 487-6904.

Frelida Chesser  
Corporate Specialist

Letter Number: 996A00043009

ARTICLES OF INCORPORATION  
OF  
FIRST ENTERPRISE FINANCIAL, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is First Enterprise Financial, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum share of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 each.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence and shall commence on the date of filing and acknowledgment of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered office and the mailing address of the corporation's principal office in the State of Florida shall be: E. Daniel Stomp, 2211 W. Fairfield Drive, Pensacola, Florida 32505.

The principal office of this Corporation and the mailing address of the corporation's principal office in the State of Florida shall be 2211 W. Fairfield Drive, Pensacola, Florida 32505.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is Robert Pabian, 103 Club Villa Drive, Aiken, S.C. 29803.

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his

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SEP 20 PM 3:30  
PENSACOLA, FLORIDA

successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Robert Pabian, 103 Club Villa Drive, Aiken, S.C. 29803.

ARTICLE IX. AMENDMENT

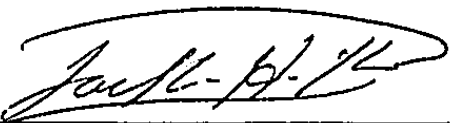
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed of them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on September 8, 1996.

  
\_\_\_\_\_  
ROBERT PABIAN

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 8 day of September, 1996 by Robert Pabian, who produced (S.C.) is known to me as identification and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



JACK H. KHORRAM  
My Commission CC338381  
Expires Dec. 27, 1997  
Bonded by ANB  
800-852-6878

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is: First Enterprise Financial, Inc.

2. The name and address of the registered agent and office is:

E. Daniel Stomp  
2211 W. Fairfield Drive  
Pensacola, Florida 32505.

Signature E. Daniel Stomp  
Title Manager  
Date 09.09.96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature E. Daniel Stomp  
Date 09.09.96