

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Articles

1.) Florida Gulf Coast Financial Corporation
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION

of

FLORIDA GULF COAST FINANCIAL CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **FLORIDA GULF COAST FINANCIAL CORPORATION**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8639 North Himes Avenue, #2616, Tampa, Florida 33614.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock, with a par value of \$0.50 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: 8639 North Himes Avenue, #2616, Tampa, Florida 33614.

ARTICLE V - DIRECTOR(S)

The names and addresses of the initial directors are: (1) Steve A. Mize, 8639 North Himes Avenue, #2616, Tampa, Florida 33614 ; and (2) Darren S. Mize, 8639 North Himes Avenue, #2616, Tampa, Florida 33614.

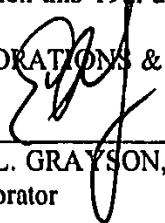
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Eric L. Grayson, Vice President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 19th day of June, 1997.

CORPORATIONS & COMPANIES, INC.

BY:


ERIC L. GRAYSON, Vice President
Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: FLORIDA GULF COAST FINANCIAL CORPORATION
2. The name and street address of the registered agent and office is:

Steve A. Mize
8639 North Himes Avenue, #2616
Tampa, Florida 33614

Having been named as registered agent and to accept service of process for the above stated 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 all 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.



STEVE A. MIZE

7-23-97
(Date)