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Michael J. Pugh

ATTORNEY AT LAW

September 17, 1997

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

800002297728--6  
-09/19/97--01028--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: G&L HOLDING GROUP, INC.

Dear Sir:

Enclosed are the original and one copy each of the Articles Of Incorporation and Appointment Of Registered Agent for G&L HOLDING GROUP, INC., a check for \$70.00 and a stamped self-addressed envelop.

Could you please return the copies with your file stamp to me in the enclosed self addressed envelop so that I may complete the organization of the corporation. Thanks for your attention to this matter. I look forward to hearing from you.

Sincerely,



Michael Pugh

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
G&L HOLDING GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is **G&L HOLDING GROUP, INC.**

**ARTICLE TWO  
EFFECTIVE DATE**

The effective date of this corporation shall be upon filing of these articles of incorporation.

**ARTICLE THREE  
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR  
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of a holding company which will operate subsidiaries which provide banking services, mortgage products and insurance.
2. To transact any other lawful business under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or desirable in order to accomplish the foregoing.

**ARTICLE FIVE  
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 250,000. Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

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TALLAHASSEE, FLORIDA

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 7877 Gulf Boulevard, Navarre Beach, Florida 32566, and the name of its initial registered agent at such address is Steven Dunlap.

**ARTICLE SEVEN  
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be three. The names and addresses of the persons who are to serve as members of the initial board of directors are:

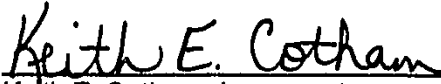
<u>Name</u>	<u>Address</u>
Keith E. Cotham	8652 Navarre Parkway, Box 320 Navarre, Florida 32566
Steven Dunlap	7877 Gulf Boulevard Navarre Beach, Florida 32566
Ralph E. Stephens	1500 South Memphis, #2 Fort Smith, Arkansas 72901

**ARTICLE EIGHT  
INCORPORATOR**

The name and address of the incorporator is Keith E. Cotham, 8652 Navarre Parkway, Box 320, Navarre, Florida 32566.

**ARTICLE NINE  
EXECUTION**

Executed by the undersigned at Navarre, Florida on the 17 day of September, 1997.

  
Keith E. Cotham, Incorporator

**STATE OF FLORIDA**

**COUNTY OF SANTA ROSA**

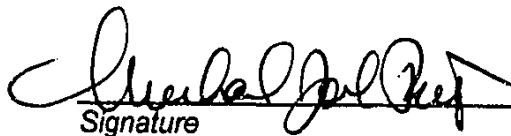
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Keith E. Cotham, who is personally known to

me or has produced TNDRLC# 70927004 as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of September, 1997.



MICHAEL JOEL PUGH  
My Commission OC867342  
Expires Nov. 01, 1998

  
Signature

Notary Public

My commission expires: 11/1/97

**APPOINTMENT OF REGISTERED AGENT FOR CORPORATION  
ACCEPTANCE OF APPOINTMENT**

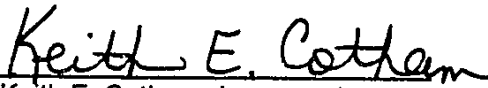
To: The Department of State  
Tallahassee, Florida 32304

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

In compliance with Sections 607.0501 through 607.0505 of the Florida General Corporation Act, the following is submitted:

**G&L HOLDING GROUP, INC.**, with its place of business at 7877 Gulf Boulevard, Navarre Beach, Florida 32566, has named Steven Dunlap located at that address as its agent to accept service of process within Florida.

Dated Sept. 17, 1997.

  
Keith E. Cotham, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 607.0501 through 607.0505 of the Florida General Corporation Act.

Dated 9-17-97, 1997.

  
Steven Dunlap, Registered Agent

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Steven Dunlap, who is personally known to me or has produced \_\_\_\_\_ as identification, who executed the foregoing Appointment Of Registered Agent For Corporation and Acceptance of Appointment, and he acknowledged before me that he executed that Appointment Of Registered Agent For Corporation and Acceptance of Appointment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of September, 1997.



MICHAEL JOEL PUGH  
My Commission GC507342  
Expires Nov. 01, 1999

*Michael Joel Pugh*  
Signature

Notary Public

My commission expires: 11/1/99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA