

Stanley, Miller Dehlinger & Rascher

ATTORNEYS AT LAW

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OF COUNSEL:
STEVEN G. HORNEFFER
TEL (407) 767-0044

RAINTREE OFFICE PARK • 990 DOUGLAS AVENUE • ALTAMONTE SPRINGS, FL 32714 USA

January 6, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002332418--8
-01/07/98--01051--010
***122.50 ***122.50

RE: New Corporation

Dear Sir/Madam:

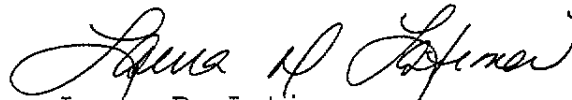
Enclosed please find the following for filling:

- 1) Check in the amount of \$122.50
- 2) Original and one (1) copy of Articles of Incorporation of First Credit/Wexford Banc Group, Inc.
- 3) Self-addressed, stamped envelope for return of certified Articles

Please file the enclosed and return a certified copy to this office in the provided envelope.

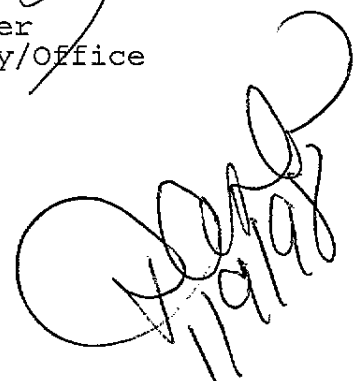
If you have any questions concerning the enclosed, or require any further information, please do not hesitate to contact this office.

Very truly yours,


Laura D. Latimer
Legal Secretary/Office
Manager

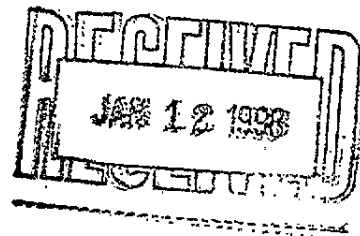
ldl/enc.

FILED
98 JAN 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



January 9, 1998

STANLEY, MILLER, DEHLINGER & RASCHER
RAINTREE OFFICE PARK
990 DOUGLAS AVENUE
ALTAMONTE SPRINGS, FL 32714

SUBJECT: FIRST CREDIT/WEXFORD BANC GROUP, INC.
Ref. Number: W98000000554

We have received your document for FIRST CREDIT/WEXFORD BANC GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

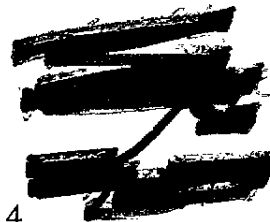
Kathy Ryan

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00001250



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OF COUNSEL:
STEVEN G. HORNEFFER
TEL (407) 767-0044

RAINTREE OFFICE PARK • 990 DOUGLAS AVENUE • ALTAMONTE SPRINGS, FL 32714 USA

January 22, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: New Corporation

Dear Sir/Madam:

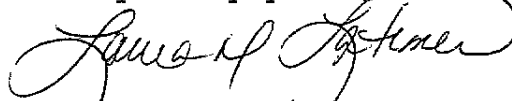
Enclosed please find the following for filling:

- 1) Original and one (1) copy of Articles of Incorporation of First Credit/Wexford, Inc.
- 2) Self-addressed, stamped envelope for return of certified Articles
- 3) Copy of letter from Florida Department of State

Please file the enclosed and return a certified copy to this office in the provided envelope.

If you have any questions concerning the enclosed, or require any further information, please do not hesitate to contact this office.

Very truly yours,



Laura D. Latimer
Legal Secretary/Office
Manager

ldl/enc.

ARTICLES OF INCORPORATION
OF
FIRST CREDIT/WEXFORD, INC.

98 JAN 27 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge
and file these Articles of Incorporation for the purpose of
becoming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:

FIRST CREDIT/WEXFORD, INC.

The address of this Corporation shall be:

6220 South Orange Blossom Trail
Suite 320
Orlando, Florida 32809

ARTICLE II
DURATION

The Corporation shall exist perpetually until dissolved
according to law.

ARTICLE III
NATURE OF BUSINESS

The general purpose for which this Corporation is
organized is to transact any or all lawful business for which
corporations may be incorporated under Chapter 607, Florida
Statutes.

ARTICLE IV
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7500
shares of Common Stock having a par value of \$ 1.00 per share.

The whole or any part of the authorized shares of the
Corporation may be issued for a consideration payable in cash or
other property, tangible or intangible or in labor or services
actually performed for the Corporation, having a value as is
determined from time to time by the Board of Directors of the
Corporation, not less than the par value of the stock so to be
issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

990 Douglas Avenue
Altamonte Springs, Florida 32714

The name of the initial registered agent of this Corporation at that address shall be:

ROBERT E. MILLER

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Gary L. Johnson
6220 South Orange Blossom Trail
Suite 320
Orlando, Florida 32809

Kirk D. Johnson
6220 South Orange Blossom Trail
Suite 320
Orlando, Florida 32809

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

ARTICLE IX
SPECIAL PROVISIONS

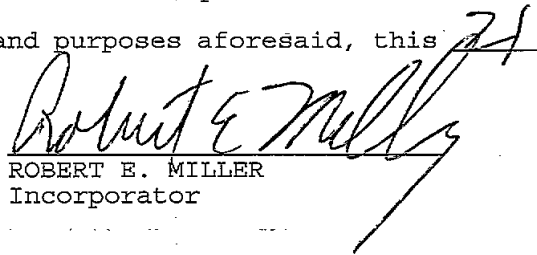
The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Altamonte Springs, Florida, for the uses and purposes aforesaid, this 21 day of January, 1998.


ROBERT E. MILLER
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared ROBERT E. MILLER, who is personally known to me and who has taken an oath, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made

and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Altamonte Springs, Florida 32714, this 21 day of January, 1998.



LAURA D. LATIMER
My Commission CC515338
Expires Jan 16, 2000

Laura D. Latimer

Notary Public, State of Florida
at Large
My Commission Expires: 1/16/2000

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FIRST CREDIT/WEXFORD, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, FIRST CREDIT/WEXFORD, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 990 Douglas Avenue, Altamonte Springs, Florida 32714, has named ROBERT E. MILLER located thereat as its registered agent to accept service of process within this state.

By:

Robert E. Miller
ROBERT E. MILLER
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:

Robert E. Miller
ROBERT E. MILLER
Registered Agent

FILED
98 JAN 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA