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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

600002608846--2
-08/06/98--01005--010
*****70.00 *****70.00

CORPORATION(S) NAME

BancInvestment Group, Inc.

Profit **Acts**
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Limited Liability Company

Limited Partnership

Annual Report

Other

Reinstatement

Name Registration

Change of PA

Fictitious Name

UCC-1 Financing Statement

UCC-3 Filing

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DIVISION OF CORPORATION

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Hope

P. Hall

AUG - 6 1998

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

*need
sig*

July 22, 1998

Jeffrey E. Fromson, Esq.
Feinstein, Mulligan, Fromson & Swick
Attorneys At Law
3478 North High Street
Columbus, Ohio 43214-4000

Dear Mr. Fromson:

Re: "BancShareholders of America, Inc."
"BancInvestment Group, Inc."
"BancTrust Investors, LLC"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 414-8058

:lg

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

State of Florida
Articles of Incorporation
of
BancInvestment Group, Inc.

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FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: BancInvestment Group, Inc.

SECOND: The street address of the principal office of the corporation and its mailing address is:

1811 State Street, Suite E, Santa Barbara, California, 93101

THIRD: The number of shares the corporation is authorized to issue is Eleven Million (11,000,000).

FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The name and address of each incorporator is:

Connie Bryan

660 East Jefferson Street, Tallahassee,
Florida 32301

The undersigned have executed these articles of incorporation this 5th day of August, 1998.

Connie Bryan
Connie Bryan, Incorporator

Acceptance by the Registered Agent of
BancInvestment Group, Inc.
as required in Section 607.0501

C T Corporation System is familiar with and accepts the obligations
provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated 5th day of August, 1998

By Connie Bryan

(Type Name of Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Title of Officer)

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