

Law Offices of
 Michael J. Coniglio, P.A.
 21 East Tennessee Street
 Tallahassee, FL 32308-6939

Requestor's Name

799000005375

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FIRST HORIZON FINANCIAL CORP
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____ **700002746657--5**
 (Corporation Name) (Document #) **01/19/99 01131-014**
*******87.50 *****87.50**
4. _____
 (Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Call when Ready

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 99 JAN 19 PM 4:38

FILED

99 JAN 19 PM 3:02

RECEIVED

Examiner's Initials

666161 JAN 19 1999

**ARTICLES OF INCORPORATION
OF
FIRST HORIZON FINANCIAL CORP.**

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is **FIRST HORIZON FINANCIAL CORP.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is:

3782 HIGHWAY 90
PACE, FLORIDA 32571

The corporation's mailing address is:

971 EAST TENNESSEE STREET
TALLAHASSEE, FLORIDA 323048

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

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TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 5000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution. The amount of capital with which this corporation will begin business is not less than One-Hundred Dollars(\$100.00)

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of this corporation in the State of Florida is:

MICHAEL J. CONIGLIO
971 E. TENNESSEE STREET
TALLAHASSEE, FLORIDA 32308.

The Board of Directors may from time to time move the principal office and mailing address of the corporation to any other address in Florida.

ARTICLE VII
OFFICERS AND DIRECTORS

The corporation shall have one initial Officer(s) and Director(s). The number of officers and directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The initial Officer of the of the corporation is:

ASSISTANT SECRETARY, MICHAEL J. CONIGLIO

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is

MICHAEL J. CONIGLIO
971 E. TENNESSEE STREET
TALLAHASSEE, FLORIDA 32308

ARTICLE IX
BYLAWS AND AMENDMENT

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, shall be proposed by them to the shareholders, and approved at a meeting of the shareholders by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

ARTICLE XI
FURTHER POWERS

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation, other than the stock ledger book, or any of them shall be open for the inspection of shareholders; and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

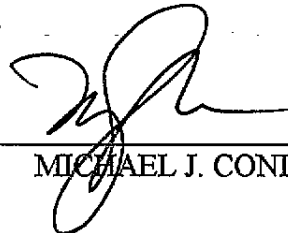
The corporation may in its By-Laws confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both the Shareholders and the Directors of the corporation shall have the power to hold their respective meetings and to have one or more offices within or without the State of Florida, and to

keep the books and records of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all right conferred upon the shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of JANUARY, 1999.



MICHAEL J. CONIGLIO

SECRETARY OF STATE
TALLHASSEE, FLORIDA

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FILED

CERTIFICATE OF REGISTERED AGENT

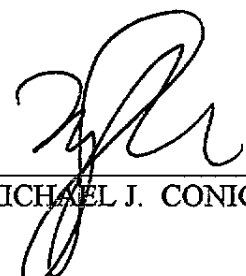
Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That the Corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named MICHAEL J. CONIGLIO located at 971 EAST TENNESSEE STREET, Tallahassee, County of Leon, State of Florida, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated JANUARY 19th, 1999.



MICHAEL J. CONIGLIO