

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Tampa Bay Financial Holdings
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Tampa Bay Financial Holdings, Inc.**

The undersigned incorporator forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I

The name of the corporation is: Tampa Bay Financial Holdings, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is:

355 Interstate Blvd.
Sarasota, FL 34240

**ARTICLE III
DURATION**

The corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

**ARTICLE IV
PURPOSE**

The purpose for which this Corporation is organized is to invest in all forms of investment, including real and personal property, stocks and bonds, including, but not limited to, the acquisition of a business opportunity in any industry including industries such as manufacturing, finance, service, natural resources, high technology, product development, medical, communications, or any other industry, and to engage in all other lawful business.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue a maximum of 100,000 shares of a common class stock with \$0.10 par value per share.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is:

355 Interstate Blvd.
Sarasota, FL 34240

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

Carl Smith, III

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation by-laws, but there shall never be less than one director. The name and address of the initial director of this Corporation is:

Carl Smith, III
355 Interstate Blvd.
Sarasota, FL 34240

**ARTICLE VIII
INCORPORATOR**

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Carl Smith, III
355 Interstate Blvd.
Sarasota, FL 34240

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of September, 1999.

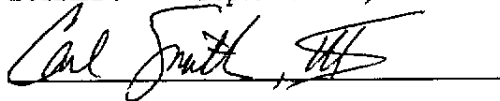


Carl Smith, III

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Tampa Bay Financial Holdings, Inc., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 of the Florida Statutes.

DATED: September 23, 1999



Carl Smith, III
355 Interstate Blvd.
Sarasota, FL 34240

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