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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

03058437

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden phours per response... 1

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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| JSE GROWSON |
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|-----------|--------------|--------------------|-----------|---------------------------------------|--|------------|--------------|----------|
| Name of (| Offering ([] | check if this is | s an amer | ndment and | name has o | changed, a | and indicate | change.) |
| Gulf A | Atlantic | Financial | Group, | Inc. | | | | |
| | | Anni Martin Martin | | | minana i wasanin inanana ilikuwa a | | | |

Filing Under (Check box(es) that apply):

[]Rule 504 [Rule 505 []Rule 506 [] Section 4(6) [X] ULOE

Type of Filing: [] New Filing [X] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.)
Gulf Atlantic Financial Group, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number

(Including Area Code)

9029 Glen Eagle Way, Tallahassee, Florida 32312

(850) 894-8945

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code)

Same

Telephone Number

(if different from Executive Offices)

Same

Brief Description of Business

Gulf Atlantic is a newly-formed Florida Corporation organized for the purpose becoming a bank holding company.

| Type of Business Organization | |
|--|---|
| [X] corporation | [] limited partnership, already formed [] other (please specify): |
| [] business trust | [] limited partnership, to be formed |
| F | Month Year |
| Actual or Estimated Date of Inc | orporation or Organization: [1]1 [0]2] [X] Actual [] Estimated |
| Jurisdiction of Incorporation or (| Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [F] [I] |
| GENERAL INSTRUCTIONS | |
| Federal: | |
| Who Must File: All issuers makin Section 4(6), 17 CFR 230.501 et | ng an offering of securities in reliance on an exemption under RegulationDor seq. or 15 U.S.C. 77d(6). |
| deemed filed with the U.S. Secu the SEC at the address given be | lled no later than 15 days after the first sale of securities in the offering. A notice is rities and Exchange Commission (SEC) on the earlier of the date it is received by llow or, if received at that address after the date on which it is due, on the date it istered or certified mail to that address. |
| Where to File: U.S. Securities ar | nd Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. |
| Copies Required: Five (5) copies Any copies not manually signed | of this notice must be filed with the SEC, one of which must be manually signed. must be photocopies of manually signed copy or bear typed or printed signatures. |
| of the issuer and offering, any ch | ng must contain all information requested. Amendments need only report the name nanges thereto, the information requested in Part C, and any material changes supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. |
| Filing Fee: There is no federal fil | ing fee. |
| State: | |
| securities in those states that ha file a separate notice with the Se state requires the payment of a shall accompany this form. This | cate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of ve adopted ULOE and that have adopted this form. Issuers relying on ULOE must ecurities Administrator in each state where sales are to be, or have been made. If a fee as a precondition to the claim for the exemption, a fee in the proper amount notice shall be filed in the appropriate states in accordance with state law. The is a part of this notice and must be completed. |
| | |
| | A. BASIC IDENTIFICATION DATA |
| 2. Enter the information requeste | ed for the following: |
| Each beneficial owner ha of a class of equity securi Each executive officer an partnership issuers; and | ier, if the issuer has been organized within the past five years; ving the power to vote or dispose, or direct the vote or disposition of, 10% or more ties of the issuer; d director of corporate issuers and of corporate general and managing partners of ing partner of partnership issuers. |
| | |

[X] Executive Officer

Check Box(es) [x] Promoter [x] Beneficial that Apply:

[X] Director [] General and/or Managing Partner

| Full Name (Last r | name fi | rst, if individu | al) | | THE PROPERTY OF THE PROPERTY O | and the second s | na Aramada mana (1964) na 1974 | A sing manner than manner at |
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| Business or Resident 8613 Rosemon | | • | | - | · · | Code) | | |
| Check Box(es) that Apply: | [X] F | Promoter [x] | Beneficial Owner | [x] | Executive Officer | kxi | Director [] | General and/or Managing Partner |
| Full Name (Last r | | | al) | | | | | |
| Business or Residence 9029 Glen Ea | | , | | - | · | ode) | | |
| Check Box(es) that Apply: | [X] F | Promoter [x] | Beneficial Owner | k) | Executive Officer | kx | Director [] | General and/or Managing Partner |
| Full Name (Last r | | rst, if individu | al) | | | | | |
| Business or Residence 9029 Glen Ea | | • | | - | | ode) | | *************************************** |
| Check Box(es) that Apply: | [] F | Promoter [] | Beneficial Owner | [] | Executive Officer | [] | Director [] | General and/or Managing Partner |
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| Check Box(es) that Apply: | [] F | Promoter [] | Beneficial Owner | [] | Executive Officer | [] | Director [] | General and/or Managing Partner |
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| Business or Resi | dence | Address (Nu | mber and Street | t, City | , State, Zip (| Code) | | and the second s |
| Check Box(es) that Apply: | [] | Promoter [] | Beneficial Owner | [] | Executive Officer | [] | Director [] | General and/or Managing Partner |

| B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this for intendity of the intendity of a single unit? 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or ogenant of a broker or dealer registered with the SEC and/or with a state or stated she have or dealer registered with the SEC and/or with a state or stated she have or dealer registered with the SEC and/or with a state or stated she have or dealer registered with the SEC and/or with a state or stated she have or dealer registered with the SEC and/or with a state or stated she have or dealer registered with the SEC and/or with a state or stated she have or dealer associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. None 1. Has the issuer sold, or does not be listed are associated persons or good and the state of states and the state of states are stated. It is individual states or the states in Which Person Listed Has Solicited or Intends to Solicit Purchasers 1. All States or check individual States) | Full Name (Last name first, if individual) | |
|---|---|--|
| B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Business or Residence Address (Number and Street, City, State, Zip Code) | |
| Answer also in Appendix, Column 2, if filing under ULOE. Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? | (Use blank sheet, or copy and use additional copies of this sheet, as r | necessary.) |
| Answer also in Appendix, Column 2, if filing under ULOE. Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? | | and the second s |
| Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? | B. INFORMATION ABOUT OFFERING | olkovan anazassa – a nova nazasi auko nazasa (*) |
| 2. What is the minimum investment that will be accepted from any individual? | offering? | |
| A. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated berson or agent of a broker or dealer registered with the SEC and/or with a state or states, list he name of the broker or dealer. If more than five (5) persons to be listed are associated bersons of such a broker or dealer, you may set forth the information for that broker or dealer only. None Windle Will Name (Last name first, if individual) Jusiness or Residence Address (Number and Street, City, State, Zip Code) Jame of Associated Broker or Dealer | • | . 20 |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list he name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. None Will Name (Last name first, if individual) Wusiness or Residence Address (Number and Street, City, State, Zip Code) Warme of Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "A11 States" or check individual States) | 2. What is the minimum investment that will be accepted from any individual? | - |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list he name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. None Whome Whome Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "A1] States" or check individual States) | 3. Does the offering permit joint ownership of a single unit? | |
| lame of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or donly. None Full Name (Last name first, if individual) | d i |
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| and the If the tr | 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | | | | | | | | | | |
| Type of Security Debt Scurity Equity SSID [] Common [] Preferred Convertible Securities (including warrants) SPartnership Interests SSID Other (Specify Units consisting of stock & warrants) \$750,000 \$435,000 Answer also in Appendix, Column 3, if filing under ULOE. | | | | | | | | | Sold | | | |
| have p amoun numbe dollar a | 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount | | | | | | | | | | | |
| Ν | on-accre Total (fo | edited Ir r filings | ivestors under Ri | ule 504 | only) | | | | | Investors 3 | of Pur | |

C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Other \$435,000 - legaetjog A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs []\$ Legal Fees [X] \$20,000 Accounting Fees [X] \$ 5,000 Engineering Fees [1\$ Sales Commissions (specify finders' fees separately) []\$ []\$ [x] \$25,000 b. Enter the difference between the aggregate offering price given in response to Part C \$725,000 - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above. Payments to Officers. Directors, & Payments To Others Affiliates Salaries and fees (Annual salaries to all executives) X \$14400000 []\$ _[]\$__ Purchase of real estate []\$ Purchase, rental or leasing and installation of machinery _[]\$ and equipment Construction or leasing of plant buildings and facilities...... _[]\$_ Acquisition of other businesses (including the value of securities involved in this offering that may be used in _[]\$_ exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital []\$ *********110,000 Other (specify): []\$ ******\$1500000 Insurance **XX\$** 10,000 **以\$140,000 XX\$270,000** Column Totals [X] \$410,000 Total Payments Listed (column totals added)

3. If this filing is for an offering under $\frac{8.0 \pm 5.0}{10.000}$ or $\frac{50.5}{10.000}$, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first

sale of securities in this offering. Classify securities by type listed in Part

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Role 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Role 502.

| Signature | Date | Gulf Atlantic Financial | Group, Inc. | May 6, 2003 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) |
| Brian S. Orkin | Senior Vice President -CAdministration |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) Gulf Atlantic Financial Group, Inc. | Signature Date May 6, 2003 |
|--|-------------------------------------|
| Name of Signer (Print or Type) | Title (Print or Type) |
| Brian S. Orkin | Senior Vice President-Administratio |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| Type of security Intend to sell and aggregate to non-accredited offering price Type of investor and Explan | | | | | | | | | |
|--|---|--|--|--|--|--|--|--|--|
| Intend to sell to non-accredited investors in State (Part B-Item 1) State Yes No No No No No No No No Non-Accredited Investors Non-Accredited Inv | 5 | | | | | | | | |
| State Yes No | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | | | | | | | |
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