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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : M. BURR KEIM COMPANY
Account Number : I19990000242
Phone : (215)563-8113
Fax Number : (215)977-9386

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

THE BANCORP BANK

Certificate of Status	1
Certified Copy	0
Page Count	06
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TALLAHASSEE, FLORIDA



OFFICE OF FINANCIAL REGULATION

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COMMISSIONER

February 28, 2005

Robert Worthington, Jr., Esquire
M. Burr Keim Company
2021 Arch Street
Philadelphia, Pennsylvania 19103-1491

Dear Mr. Worthington:

Re: The Bancorp Bank

Thank you for your recent letter/fax requesting approval of the above-referenced name which is a state-chartered financial institution located in Wilmington, Delaware.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name.

Therefore, the Office will not object to the use of the above name being registered as a foreign corporation in the state of Florida. This does not authorize the institution to engage in a banking business in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director
Division of Financial Institutions

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LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The Bancorp Bank
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware (State or country under the law of which it is incorporated) 3. Applied for (FEI number, if applicable)

4. December 22, 2004 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon acceptance of application (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 405 Silverside Road, Wilmington, DE 19809 (Principal office address)

(Current mailing address)

8. Automobile leasing (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: James C. Hartman

Office Address: 3905 El Rey Road

Orlando, Florida 32808 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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(H05000050180 3)

A. DIRECTORS

Chairman: & CEO - Betsy Z. Cohen

Address: 405 Silverside Road, Wilmington, DE 19809

Vice Chairman: D. Gideon Cohen

Address: 405 Silverside Road, Wilmington, DE 19809

Director: Frank Mastrangelo

Address: 405 Silverside Road, Wilmington, DE 19809

Director: see attached sheet for additional directors

Address: _____

B. OFFICERS

President: & COO - Frank Mastrangelo

Address: 405 Silverside Road, Wilmington, DE 19809

Vice President: (Sr.) - Martin F. Egan

Address: 405 Silverside Road, Wilmington, DE 19809

Secretary: Martin F. Egan

Address: 405 Silverside Road, Wilmington, DE 19809

Treasurer: (CFO) - Martin F. Egan

Address: 405 Silverside Road, Wilmington, DE 19809

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Scott R. Megargee

(Signature of Director or Officer listed in number 12 of the application)

14. Scott Megargee, Executive Vice President

(Typed or printed name and capacity of person signing application)

(H05000050180 3)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA**

ADDITIONAL DIRECTORS

Walter T. Beach
Matthew Cohn
Leon A. Huff
William H. Lamb
James J. McEntee, III
Joan Specter
Steven Stein

ADDITIONAL OFFICERS

Executive Vice President – Scott R. Megargee
Executive Vice President – Donald F. McGraw, Jr.
Executive Vice President – Arthur M. Birenbaum

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Delaware

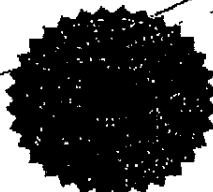
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BANCORP BANK" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE BANCORP BANK" WAS INCORPORATED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3659039

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DATE: 02-02-05

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