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TRANSMITTAL LETTER

FILED

98 MAR 10 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BANCORP ^{Capital} ~~FINANCIAL~~ GROUP INC.
(Proposed corporate name - must include suffix)

300002452493--3

-03/10/98--01072--006

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES BAKER
Name (Printed or typed)
9197 RAMBLEWOOD # 716
Address
CORAL SPRINGS, FL 33071
City, State & Zip
(954) 796-1120
Daytime Telephone number

P. Hall

MAR 11 1998

NOTE: Please provide the original and one copy of the articles.



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

March 26, 1998

Mr. James T. Elliott
1890 University Drive
Suite 107
Coral Springs, FL 33071

Dear Mr. Elliott:

Re: "Bancorp Capital Group, Inc."

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 as a Florida corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, Florida 32399-0350
(850) 488-1111

:lg

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

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ARTICLES OF INCORPORATION

98 MAR 10 PM 1:06

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: BANCORP CAPITAL GROUP INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
6057 TERRA MERE CIR.
BOYTON BEACH, FL 33437

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
500 (FIVE HUNDRED)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
JAMES BAKER
9197 RAMBLEWOOD #716
CORAL SPRINGS, FL 33071

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:
JAMES BAKER
9197 RAMBLEWOOD #716
CORAL SPRINGS, FL 33071



Signature/Incorporator

March 2, 1998

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent

March 2, 1998

Date