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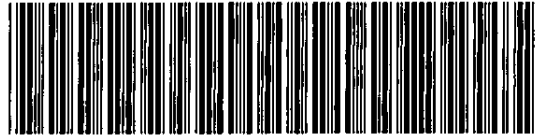
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

450
3/10

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: March 7, 2008

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Professional Bank
Coral Gables, Miami-Dade County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the FILING DATE, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Tammie Dull
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Four copies to: Mr. David C. Scileppi
Gunster, Yoakley & Stewart, P.A.
Las Olas Centre
450 East Las Olas Boulevard, Suite 1400
Fort Lauderdale, Florida 33301-4206
- (3) One Copy to: Russ Marshall
Federal Deposit Insurance Corporation
10 Tenth Street, N.E.
Suite 800
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.



GunsterYoakley

ATTORNEYS AT LAW

Our File Number: 29809.00001
Writer's Direct Dial Number: 954-713-6407
Writer's E-Mail Address: dscileppi@gunster.com

February 28, 2008

VIA FEDERAL EXPRESS

Florida Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, FL 32399-0371
Attn: Bruce Ricca

Re: Articles of Incorporation – Professional Bank

Dear Mr. Ricca:

Enclosed please find an original copy of the Articles of Incorporation of Professional Bank, along with a check in the amount of \$105.00 made payable to the Secretary of State. The check represents payment for four certified copies of the Articles of Incorporation, one for the Office of Financial Regulation, one for the FDIC, and two for our files.

Please acknowledge receipt of these materials by date-stamping as received the enclosed copy of this letter and returning it to me in the enclosed, self-addressed stamped envelope. After you have had a chance to review, please call me at (954) 713-6433 if you have any questions or comments.

Sincerely,


David C. Scileppi

DS/sp
Enclosures

338802

RECEIVED
OFFICE OF FINANCIAL SERVICES
STATE OF FLORIDA
08 FEB 29 PM 3:39
CASHIER'S OFFICE

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL BANK**

FILED
08 MAR -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a financial institution corporation in accordance with Florida law.

**ARTICLE I.
Name**

The name of this corporation shall be **PROFESSIONAL BANK** (the "Bank"). The initial street address of its main office shall be 1567 San Remo Avenue, Coral Gables, Florida 33146 in Miami-Dade County. These Articles shall be effective upon filing.

**ARTICLE II.
Nature of Business**

The general nature of the business to be transacted shall be that of a general banking business as provided by the laws of the State of Florida with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes.

**ARTICLE III.
Stock**

The total number of shares authorized to be issued by the Bank is fifteen million (15,000,000) shares of common stock, par value five dollars (\$5.00) per share ("Common Stock"), which shall be a single class. The Bank shall begin business with at least \$6,500,000 of paid-in-capital, to be derived from the issuance of one million three hundred thousand (1,300,000) shares of Common Stock. The initial capital surplus with which the Bank will begin business will not be less than \$6,068,050 all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV.
Term of Corporate Existence

This Bank shall exist perpetually unless terminated pursuant to the Florida Financial Institutions Code.

ARTICLE V.
Number of Directors

The Board of Directors of this Bank shall consist of not fewer than five (5) individuals, the exact number of Directors to be fixed and determined from time to time by resolution of the shareholders at any annual meeting thereof; provided, however, that if authorized by a majority of the shareholders by appropriate action at the next annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of Directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional Directors shall be authorized pursuant to this provision.

ARTICLE VI.
Initial Board of Directors

The initial Board of Directors shall consist of thirteen (13) persons. The initial members of the Board of Directors of this Bank shall hold office until the first annual meeting of the shareholders, and thereafter until their successor or successors are elected. The names and addresses of the initial members of the Board are as follows:

	Names	Addresses
1.	Adler, Leslie	8140 SW 151 Street Miami, FL 33158
2	Banegas, Ari	13600 SW 84 Avenue Palmetto Bay, FL 331580

- | | | |
|-----|--------------------------|---|
| 3. | Borguss, Richard | 10855 SW 82 nd Avenue
Miami, FL 33156 |
| 4. | Cruz, Jose | 3451 Fairfax Lane
Davie, FL 33330 |
| 5. | Marks, Michal Shashua | 20925 NE 31 Place
Aventura, FL 33180 |
| 6. | Martens, Jr., Herbert R. | 107 South Village Way
Jupiter, FL 33458 |
| 7. | Moss, Gary | 12205 SW 69 Place
Pinecrest, FL 33156 |
| 8. | Panter, Mitchell | 10333 SW 126 Street
Miami, FL 33176 |
| 9. | Russin, Peter | 5170 La Gorce Drive
Miami Beach, FL 33140 |
| 10. | Schimmel, Lawrence | 9320 SW 61 Court
Pinecrest, FL 33156 |
| 11. | Shapiro, Stanley | 60 Edgewater Drive, #17K
Coral Gables, FL 33133. |
| 12. | Sheehan, Daniel | 400 Alton Road, #1811
Miami Beach, FL 33139 |
| 13. | Vitiello, Marco | 5825 SW 131 Terrace
Pinecrest, FL 33156 |

**ARTICLE VII.
Main Office**

The Board of Directors shall have the power to change the location of the main office to any other location, without the approval of shareholders but subject to the approval of the Office of Financial Regulation, State of Florida, and shall have the power to establish or change the location of any branch or branches of the Bank to any other location, without the approval of the shareholders but subject to the approval of the Office of Financial Regulation, State of Florida.

ARTICLE VIII.
Indemnification of Directors
and Officers

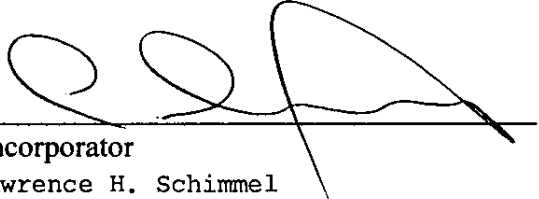
Any person, his heirs, executors, or administrators, may be indemnified or reimbursed by the Bank for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the Bank or of any firm, corporation, or organization which he served in any such capacity at the request of the Bank, to the fullest extent permitted by Florida law.

The Bank may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may, but need not, be for the benefit of all directors, officers, or employees.

ARTICLE IX.
Amendment

These Articles of Incorporation may be amended at any regular meeting or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Bank, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of February, 2008.

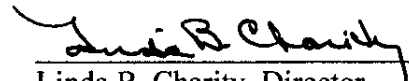


Incorporator
Lawrence H. Schimmel

**APPROVAL FROM
FLORIDA OFFICE OF FINANCIAL REGULATION**

The Articles of Incorporation of PROFESSIONAL BANK are hereby approved by the
Office of Financial Regulation this 6TH day of MARCH, 2008.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

FILED
08 MAR -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA