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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

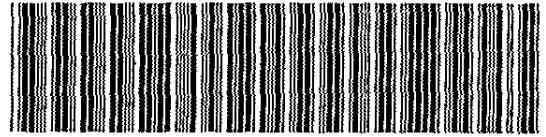
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED
APR 21 2004
MILWAUKEE REGISTRY

FO4-2430
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 27, 2004

ANTHONY RUSNAK
888 PROSPECT STREET, SUITE 110
LA JOLLA, CA 92037

SUBJECT: IMPERIAL CAPITAL BANK
Ref. Number: W04000016213

We have received your document for IMPERIAL CAPITAL BANK and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 404A00028015

FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 27 2004



OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES COMMISSION

JEB BUSH GOVERNOR

TOM GALLAGHER CHIEF FINANCIAL OFFICER

CHARLIE CRIST ATTORNEY GENERAL

CHARLES BRONSON COMMISSIONER OF AGRICULTURE

DON B. SAXON DIRECTOR

March 25, 2004

Katie Scollin, Esquire Imperial Capital Bank 888 Prospect Street Suite 110 La Jolla, California 92037

Dear Ms. Scollin:

Re: Imperial Capital Express, a division of Imperial Capital Bank

Thank you for your recent letter/fax requesting approval of the above referenced name which will be a loan production office for Imperial Capital Bank.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Office of Financial Regulation will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

[Handwritten signature of Linda B. Charity]

Linda B. Charity Deputy Director Financial Institutions

LBC:ker

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

FILED



April 19, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Authorization to Transact Business and Fictitious Name Registration

Dear Administrator:

Pursuant to Florida Statute §607.1503, Imperial Capital Bank ("the Bank") hereby files an Application by Foreign Corporation for Authorization to Transact Business in Florida with regard to the establishment of a loan production office in Florida. With this application, an Application for Registration of Fictitious Name accompanied by a copy of a letter from the Florida Office of Financial Regulation dated March 25, 2004 stating no objection to the use of the word "Bank" in our name is submitted for your review.

Also enclosed are four checks to cover the filing fees associated with the applications. Below is a breakdown of the checks enclosed:

<u>Form</u>	<u>Check Number</u>	<u>Amount</u>
Application by Foreign Corporation for Authorization to Transact Business in Florida	10009760	\$87.50
Registration of Fictitious Name - Filing Fee	10009753	\$50.00
Registration of Fictitious Name - Certificate of Status	10009752	\$10.00
Registration of Fictitious Name - Certified Copy	10009751	\$30.00

If you have any questions or need any further information regarding this matter, please do not hesitate to contact me at (858) 551-0511 ext. 30206. Thank you for your attention to this matter.

Sincerely,

Katie Scollin
Legal Department

Enclosures

04 APR 20 04 PM 2:27
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Imperial Capital Bank

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Anthony Rusnak

(Name of Person)

Imperial Capital Bank

(Firm/Company)

888 Prospect Street, Suite 110

(Address)

La Jolla, CA 92037

(City/State and Zip code)

For further information concerning this matter, please call:

Katie Scollin

(Name of Person)

at (**858**) **551-0511 ext. 30206**

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

RECEIVED
TALLAHASSEE, FLORIDA
01 APR 90 11 21 27

FILED

**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. Imperial Capital Bank

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. California

(State or country under the law of which it is incorporated)

3. 95-2864759

(FEI number, if applicable)

4. December 12, 1973

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2500 Quantum Lakes Drive, Suite 133, Boynton Beach, FL 33426

(Principal office address)

Same as above

(Current mailing address)

8. A division of the bank will be soliciting, processing and closing loans only.

(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 or Mail Drop Box NOT acceptable)

Name: **CT Corporation Systems**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

Florida **33324**

(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:

A. DIRECTORS

Chairman: Please attached list of Directors.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached list of Officers.

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Anthony Rusnak, Deputy Managing Director, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

Imperial Capital Bank Directors:

<u>Name</u>	<u>Title</u>	<u>Address</u>
George Haligowski	Director/Chairman of the Board	888 Prospect Street, Suite 110 La Jolla, CA 92037 (858) 551-0511
Norval Bruce	Director/Vice Chairman of the Board	888 Prospect Street, Suite 110 La Jolla, CA 92037 (858) 551-0511
Jeffrey L. Lipscomb	Director	701 "B" Street, Suite 1500 San Diego, CA 92101 (858) 557-8288
Preston Martin	Director	580 California Street, Suite 500 San Francisco, CA 94104 (415) 283-3224
Sandor Mayuga	Director	400 Oceangate Long Beach, CA 90802 (562) 436-2000
Hiroataka Oribe	Director	1609 Via Fernandez Palos Verdes Estates, CA 90274 (310) 286-7133
Robert Reed	Director	4434 Sherre Drive Albuquerque, NM 87111 (505) 292-3805

ALBUQUERQUE
MILWAUKEE
FLORIDA

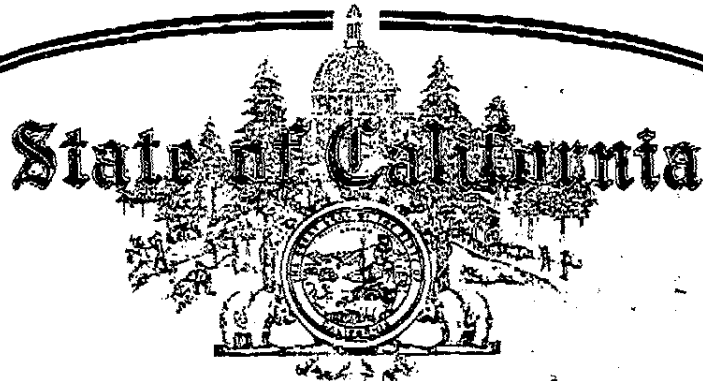
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Imperial Capital Bank Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
George Haligowski	CEO/President	888 Prospect Street, Suite 110 La Jolla, CA 92037 (858) 551-0511
Timothy Doyle	Sr. Deputy Managing Director/ Chief Financial Officer	888 Prospect Street, Suite 110 La Jolla, CA 92037 (858) 551-0511
Scott Wallace	Managing Director/ Chief Administrative Officer	888 Prospect Street, Suite 110 La Jolla, CA 92037 (858) 551-0511
Anthony Rusnak	Deputy Managing Director, General Counsel and Secretary	888 Prospect Street, Suite 110 La Jolla, CA 92037 (858) 551-0511

FILED
CLERK OF DISTRICT COURT
SANTA ROSA COUNTY, FLORIDA
MAY 10 10 51 AM '07



SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 12th day of DECEMBER 1973, IMPERIAL CAPITAL BANK became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

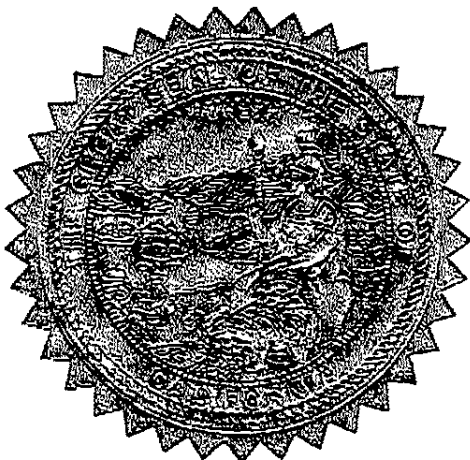
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 15, 2004.



Kevin Shelley
 KEVIN SHELLEY
 Secretary of State