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Division of Corporations
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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

PRIVEE FINANCIAL, INC.

Certificate of Status	0
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6-9-04*

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

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

2. Delaware 3. 04-3789661
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 3, 2004 5. Perpetual
(Date of incorporation) (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 617.153, F.S.)

7. 8600 NW 36th Street, Suite 800, Miami, Florida 33166
(Principal office address)

8600 NW 36th Street, Suite 800, Miami, Florida 33166
(Current mailing address)

8. Corporation will be a bank holding company.
(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: Corporation Service Company

Office Address: 1201 Navy Street

Tallahassee, Florida 32301
(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 heroby 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.

Corporation Service Company

Brian Courtney
Asst. V. Pres.

(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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: See attached Directors rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached Officers rider.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Daniel M. Schwartz
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

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DIRECTORS

Chairman: Walter R. Cook
Address: c/o Privee Financial, Inc.
8600 NW 36th Street, Suite 800
Miami, Florida 33166

Director: Marcos Ackerman
Address: 20281 E. Country Club Drive, Apt. 2108
Aventura, Florida 33180

Director: Alan L. Freeman, C.P.A.
Address: Sunbank International Center, #2150
One Southeast Third Avenue
Miami, Florida 33131

Director: Isaac Matz, C.P.A.
Address: 2742 Biscayne Boulevard
Miami, Florida 33137

Director: Daniel M. Schwartz
Address: 8600 NW 36th Street, Suite 800
Miami, Florida 33166

Director: Oscar Gaetan
Address: 8500 East Glencoe Street
Miami, Florida 33133

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CORPORATION SVC CO

H0400 NO. 01113 P. 5 3

OFFICERS

President: Daniel M. Schwartz
Address: c/o Privee Financial, Inc.
8600 NW 36th Street, Suite 800
Miami, Florida 33166

Chief Executive Officer: Walter R. Cook
Address: c/o Privee Financial, Inc.
8600 NW 36th Street, Suite 800
Miami, Florida 33166

Chief Operating Officer: Daniel M. Schwartz
Address: c/o Privee Financial, Inc.
8600 NW 36th Street, Suite 800
Miami, Florida 33166

Secretary: Oscar Gaetan
Address: c/o Privee Financial, Inc.
8600 NW 36th Street, Suite 800
Miami, Florida 33166

Treasurer: Gregory Bartice
Address: c/o Privee Financial, Inc.
8600 NW 36th Street, Suite 800
Miami, Florida 33166

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TALLAHASSEE, FL 32304

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CORPORATION SVC CO

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Delaware

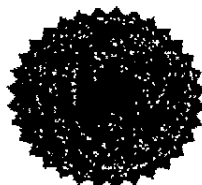
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIVEE FINANCIAL, INC." 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 JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRIVEE FINANCIAL, INC." WAS INCORPORATED ON THE THIRD DAY OF FEBRUARY, 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: 3147119

DATE: 06-02-04

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