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JOHN.VANVORIS@GRAY-ROBINSON.COM

December 15, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301
Attn: Karon Beyer

Re: Central Bank - Application to Transact Business in Florida

Dear Karon:

As we discussed by telephone, I am enclosing the following:

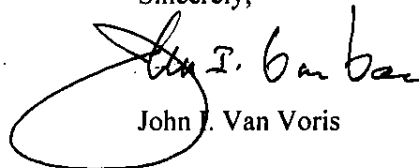
1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Certificate of Good Standing issued by Minnesota Secretary of State for Central Bank;
3. \$70.00 GrayRobinson check for filing fee.

Note that the Application to Transact Business is in the name of Central Bank of Southwest Florida to avoid a conflict with an existing Florida state bank named Central Bank.

Barbara King with the Office of Financial Regulation will be delivering the OFR's consent to you within the next day or two.

Thank you so much for your extraordinary courtesy and cooperation in connection with this matter.

Sincerely,



John J. Van Voris

JIVV/et

Enclosures

cc: Gary D. Philstrom, Esq. (via e-mail)



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

December 22, 2009

Mr. John I. Van Voris
GrayRobinson, P.A.
201 North Franklin Street, Suite 2200
Tampa, FL 33602

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Re: Central Bank Southwest Florida

Reference is made to your recent e-mail requesting approval of the above-referenced corporate name by Central Bank a Minnesota state bank, Stillwater, Minnesota.

As 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. The Office will not object to the use of the above name being registered to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

**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. CENTRAL BANK

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

CENTRAL BANK SOUTHWEST FLORIDA

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

2. MINNESOTA

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

3. 41-1612088

(FBI number, if applicable)

4. APRIL 29, 1988

(Date of incorporation)

5. PERPETUAL

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

6. 2270 FRONTAGE ROAD W., STILLWATER, MINNESOTA 55082

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

7. 2270 FRONTAGE ROAD W., STILLWATER, MINNESOTA 55082

(Principal office address)

CENTRAL BANK

(Current mailing address)

8. COMMERCIAL BANKING - ACQUIRED ASSETS OF FAILED BANK FROM FDIC

(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: John G. Tamblyn

Office Address: 1520 ROYAL PALM SQUARE, STE. 100

FORT MYERS

(City)

, Florida 33919-1038

(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.

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

A. DIRECTORS

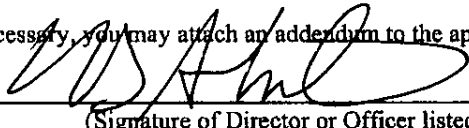
Chairman: Kurt Weise
Address: 945 Winnetka Ave. N, Suite 145
Golden Valley, MN 55427
Vice Chairman: John M. Morrison
Address: 3093 Fort Charles Drive
Naples, FL 34102
Director: Larry Albert
Address: 945 Winnetka Ave. N., Suite 145
Golden Valley, MN 55427
Director: Mitch Cook
Address: 6640 Shady Oak Drive
Eden Prairie, MN 55344

B. OFFICERS

see attached for other Director

President: Larry Albert
Address: 945 Winnetka Ave. N., Suite 145
Golden Valley, MN 55427
Vice President: Mitch Joyce
Address: 945 Winnetka Ave. N.
Golden Valley, MN 55427
Secretary: Ken Junker
Address: 2270 Frontage Road West
Treasurer: Stillwater, MN 55082
Address: _____

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. Larry Albert, President
(Typed or printed name and capacity of person signing application)

Central Bank Additional Director

Jerry Hentges
6640 Shady Oak Road
Eden Prairie, MN 55344

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State of Minnesota

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Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Central Bank

Date Formed: 04/29/1988

Chapter Governed By: 302A

This certificate has been issued on 12/11/09.



Mark Ritchie
Secretary of State.