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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

April 4, 1996

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-04/08/96--01032--007
****175.00 ****175.00

Rod Jones, Esq.
Shutts & Bowen
20 North Orange Avenue
Suite 1000
Orlando, FL 32801

Dear Mr. Jones:

We have reviewed your letter dated March 15, 1996, advising of the plans of Commercial Bank of New York to establish a trust representative and loan production office in Florida. We have no objection to the proposal as described in your letter.

With a copy of this letter, we are forwarding the Application for Foreign Corporation for Authorization to Transact Business in Florida to the Secretary of States Office.

Sincerely,

Linda R. Townsend

Linda R. Townsend, Chief
Bureau of Financial Institutions
District II, Division of Banking
The Capitol, Suite 1402
(904) 488-0382

LRT:db

cc: Secretary of State ✓

WR# R96-1323 Same
per Tom - Sunstrie

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DIVISION OF CORPORATIONS
96 APR -5 PM 2:25

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. COMMERCIAL BANK OF NEW YORK
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 13-3463014
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
320 Park Avenue

7. _____
New York, NY 10022
(Current mailing address)

8. Bank loan production and trust representation office
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Corporation Company of Miami
Name: _____

1500 Miami Center, 201 South Biscayne Blvd.
Miami Florida, Florida, 33131
(Zip Code)

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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.

CORPORATION COMPANY OF MIAMI

By: [Signature]
(Registered agent's signature) Nill Zammas, Asst. Secretary

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

See attached list of Directors

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

See attached list of Officers

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

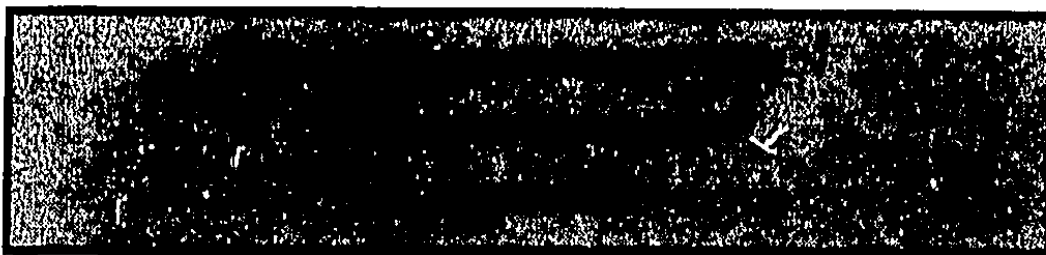
Address: _____

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jacob Berman, President and Director
(Typed or printed name and capacity of person signing application)

Jacob Berman

**NAME/TITLE****HOME ADDRESS**

Jacob Berman,
President and Chief Executive Officer

95 Dwight Place
Englewood, NJ 07631

Gabriel R. Safdie,
Chairman & Vice President

993 Park Avenue
New York, NY 10028

Herbert K. Fried,
Executive Vice President

72 Stratford Road
New Rochelle, NY 10804

Jose A. Paulucci,
Executive Vice President

5 Robert Crisfield Place
Rye, NY 10580

David J. Minder,
Counsel & Secretary

8 Locust Hollow Drive
Monsey, NJ 10952

Mauricio Abadi,
Senior Vice President

500 East 83rd Street
Apt. 14K
New York, NY 10028

Phillip C. Karda,
Senior Vice President

44 Paul Avenue
New Hyde Park, NY 11040

William J. Rossi,
Senior Vice President

8714 Colonial Road
Brooklyn, NY 11234

Isaac Weinberger,
Senior Vice President

547 Maitland Avenue
Teaneck, NJ 07666

Gonzalo Franceschi
First Vice President

8 Magnolia Road
Scarsdale, NY 10583

Darlene Ozeri,
First Vice President

2366 East 70th Street
Brooklyn, NY 11234

**COMMERCIAL BANK OF NEW YORK
LIST OF SENIOR OFFICERS
PAGE 2 OF 2**

NAME/TITLE

HOME ADDRESS

**Julius Vorchheimer,
First Vice President**

**23 Darby Road
Monsey, NY 10952**

**Dean Blom,
Vice President & Auditor**

**4 Kenneth Avenue
North Bellmore, NY 11710**

**Robert Fain,
Vice President & Trust Officer**

**1160 Third Avenue
Apt. 3D
New York, NY 10021**

**Donald J. Linton,
Vice President & Comptroller**

**130 Orient Street
Yonkers, NY 10704**

COMMERCIAL BANK OF NEW YORK

LIST OF DIRECTORS

(Page 1 of 2)

NAME

ADDRESS

John C. Archibald

Archibald Associates
45 East River Road
P.O. Box 488
Rumson, NJ 07760

Jacob Berman

Commercial Bank of
New York
320 Park Avenue
New York, NY 10022

Edward Bransilver, Esq.

Shearman & Sterling
801 Pennsylvania Avenue
N.W.
Ste. 900
Washington, DC 20004

David D. Brown, III, Esq.

Chadbourne & Parke
30 Rockefeller Plaza
New York, NY 10112

Harry E. Ekblom

120 Starboard Lane
Osterville, Cape Cod
MA 02655

Gabriel R. Safdie

Commercial Bank of
New York
320 Park Avenue
New York, NY 10022

COMMERCIAL BANK OF NEW YORK

LIST OF DIRECTORS

(Page 2 of 2)

NAME

ADDRESS

Edward G. Tuck, Esq.

Shearman & Sterling
599 Lexington Avenue
New York, NY 10022

Eugene I. Zuriff, Esq.

245 East 58th Street
Apt. 10D
New York, NY 10022

State of New York,
Banking Department

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DIVISION OF CORPORATIONS
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I, **PETER M. PHILBIN**, Deputy Superintendent of Banks of the
New York, **DO HEREBY CERTIFY:**

THAT, COMMERCIAL BANK OF NEW YORK is a corporation duly
organized and existing under the laws of the State of New York and has its principal
office and place of business at 301 Park Avenue, New York, New York.

THAT, COMMERCIAL BANK OF NEW YORK is validly existing as a banking
organization under the Banking Law of the State of New York. The authorization
certificate of such corporation has not been revoked or suspended and such corporation
is a subsisting trust company under the supervision of this Department.

Witness, my hand and official seal of the Banking Department at the City of New York,
this 1st day of March in the Year of our Lord
one thousand nine hundred and ninety-six.


Deputy Superintendent of Banks.