

APR-14-98 10:48

FROM-

# J83037

T-274 P.01/05 F-835

4/07/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:24 PM

((H98000006672 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)  
CONTACT: NANCY M PORCARI  
PHONE: (561) 659-5990

ACCT#: 104075003305

FAX #: (561) 659-6313

NAME: 1ST UNITED BANK

AUDIT NUMBER.....H98000006672

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

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DIVISION OF CORPORATIONS

Banking OK'd  
merger per  
Karon Beyer - 4/10/98  
*(Signature)*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 PM 1:51

merger  
J8  
4/14/98

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PLUMOSA PROPERTIES, INC., a FL corp., H06071

INTO

**1ST UNITED BANK**, a Florida corporation, J83037.

File date: April 14, 1998

Corporate Specialist: Susan Payne

APR-07-98 14:28

FROM-

T-150 P.01/05 F-653

4/07/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:24 PM

((H98000006672 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

ACCT#: 104075003305

CONTACT: NANCY M PORCARI

PHONE: (561)659-5990

FAX #: (561)659-6313

NAME: 1ST UNITED BANK

AUDIT NUMBER.....H98000006672

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

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98 APR -7 PM 3:50  
DIVISION OF CORPORATIONS

April 8, 1998

1ST UNITED BANK  
180 ROYAL PALM WAY  
PALM BEACH, FL 33480

SUBJECT: 1ST UNITED BANK  
REF: J83037

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 655.412, Florida Statutes, a bank, industrial savings bank, trust company or savings association may not be a party to a merger without written approval of the Department of Banking and Finance. Their address is:

Department of Banking and Finance  
Division of Banking  
The Capitol Bldg., Suite 1401  
Tallahassee, FL 32399

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000006672  
Letter Number: 298A00018579

**ARTICLES OF MERGER  
BY AND BETWEEN  
PLUMOSA PROPERTIES, INC.  
AND  
1ST UNITED BANK**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 PM 1:51

(1) The undersigned corporations, PLUMOSA PROPERTIES, INC. and 1ST UNITED BANK, have adopted an Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A" and made a part hereof.

(2) The name of the surviving corporation is 1ST UNITED BANK, a Florida chartered bank.

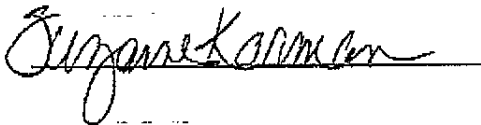
(3) The merger of the undersigned corporations shall become effective on the date these Articles of Merger are filed with the Department of State for the State of Florida (the "Effective Date").

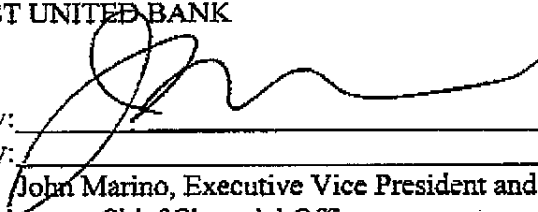
(4) The Plan of Merger was unanimously approved and adopted by the Board of Directors of 1ST UNITED BANK, on the 30th day of October, 1997. Approval of the shareholders of PLUMOSA and 1ST UNITED BANK was not required, pursuant to § 607.1104, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Corporations have had these Articles of Merger executed by their duly authorized officers on this 7th day of November, 1997.

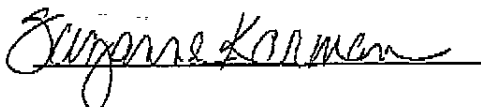
ATTEST:

1ST UNITED BANK



By:   
By: \_\_\_\_\_  
John Marino, Executive Vice President and  
Chief Financial Officer

PLUMOSA PROPERTIES, INC.



By:   
By: \_\_\_\_\_  
John Marino, Senior Vice President

Russell T. Kamradt, Esq.  
Florida Bar No. 0262153  
777 S. Flagler Dr., #900E  
West Palm Beach, FL 33401  
(561) 659-5990

H98000006672

H98000006672

STATE OF FLORIDA                    )  
   ) SS:  
 COUNTY OF PALM BEACH            )

Before me, the undersigned, a Notary Public, appeared John Marino, who acknowledged himself to be the Executive Vice President and Chief Financial Officer of 1ST UNITED BANK, a Florida chartered bank, and who executed the foregoing instrument for the above-described purposes on behalf of said Bank.

IN WITNESS WHEREOF, I place my hand and seal this 10 day of November, 1997.



Virginia Stalnaker  
 MY COMMISSION # CC491555 EXPIRES  
 August 24, 1999  
 BONDED THRU TROY FARM INSURANCE, INC.

Virginia Stalnaker  
 Notary Public, State of Florida  
 My commission expires: 8/24/99

STATE OF FLORIDA                    )  
   ) SS:  
 COUNTY OF PALM BEACH            )

Before me, the undersigned, a Notary Public, appeared John Marino, who acknowledged himself to be the Senior Vice President of PLUMOSA PROPERTIES, INC., a Florida corporation, and who executed the foregoing instrument for the above-described purposes on behalf of said Corporation.

IN WITNESS WHEREOF, I place my hand and seal this 10 day of November, 1997.



Virginia Stalnaker  
 MY COMMISSION # CC491555 EXPIRES  
 August 24, 1999  
 BONDED THRU TROY FARM INSURANCE, INC.

Virginia Stalnaker  
 Notary Public, State of Florida  
 My commission expires: 8/24/99

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H98000006672

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

MADE THIS 7th day of November, 1997 by and between PLUMOSA PROPERTIES, INC., a Florida corporation (hereinafter sometimes referred to as the "Disappearing Corporation"), is a wholly owned subsidiary of 1ST UNITED BANK, a Florida chartered bank (hereinafter sometimes referred to as the "Surviving Corporation").

WITNESSETH:

WHEREAS, Disappearing Corporation is a wholly owned subsidiary of the Surviving Corporation which Surviving Corporation wishes to merge into (the "Merger") Surviving Corporation pursuant to § 607.1104, Florida Statutes.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and agreements contained in this Agreement and Plan of Merger, agree as follows:

- (1) Agreement to Merge. Subject to the terms and conditions of this Agreement and Plan of Merger, effective on the date of filing Articles of Merger with the Department of State for the State of Florida (the "Effective Time"), PLUMOSA PROPERTIES, INC. shall be merged into 1ST UNITED BANK. 1ST UNITED BANK shall survive the Merger. The Merger shall have the effects provided in § 607.1106, Florida Statutes.
- (2) Name of Surviving Corporation. The name of the Surviving Corporation shall be 1ST UNITED BANK.
- (3) Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall continue to be at 180 Royal Palm Way, Palm Beach, Florida 33480.
- (4) Cancellation of Shares. The Board of Directors and the Shareholders of Disappearing Corporation shall, upon the Effective Date, have no further right or authority to manage or control the activities of Disappearing Corporation provided, however, that the Board of Directors, individual Directors and/or officers of Disappearing Corporation shall be authorized, empowered and directed to take any and all steps necessary, appropriate or desirable after the Effective Date including, without limitation, the execution of any documents, to implement this Agreement and Plan of Merger and the transfers of assets and liabilities of the Disappearing Corporation. All of the issued and outstanding shares of the Disappearing Corporation shall be cancelled as of the Effective Time and each share of the Surviving Corporation shall continue in full force and effect.
- (5) Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be those in effect immediately prior to the Effective Time.

(6) By-Laws of the Surviving Corporation. The By-Laws of the Surviving Corporation shall be those in effect immediately prior to the Effective Time.

(7) Officers. The respective officers of the Surviving Corporation shall continue in their place and capacity as the respective officers of the Surviving Corporation.

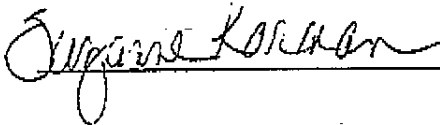
(8) Governing Law. This Agreement and Plan of Merger shall be governed, construed and interpreted pursuant to the laws of the State of Florida.

(9) Entire Agreement; Amendment. This Agreement and Plan of Merger constitutes the entire agreement between the parties hereto and supersedes any prior agreement, whether oral or written. This Agreement and Plan of Merger may be amended only through a written instrument signed by duly authorized and empowered officers of both parties hereto.


IN WITNESS WHEREOF, the parties have had their duly authorized and empowered officers execute this Agreement and Plan of Merger for the purposes therein contained on the day and year first above-written.

ATTEST:

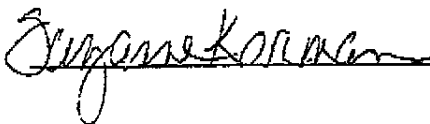
1ST UNITED BANK

  
\_\_\_\_\_

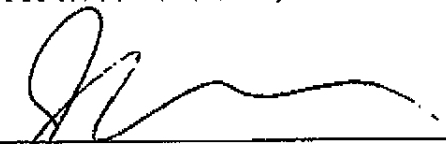
By: \_\_\_\_\_

  
John Marino, Executive Vice President/  
Chief Financial Officer

PLUMOSA PROPERTIES, INC.

  
\_\_\_\_\_

By: \_\_\_\_\_

  
John Marino, Senior Vice President

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