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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407)425-7010
Fax Number : (407)425-2747

02 JAN -8 PM 2:16

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1/1/02

LIMITED LIABILITY COMPANY

INDEPENDENT BANKERS' BANK OUTSOURCING SERVICES OF FL

Darby advised
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Page Count	04
Estimated Charge	\$125.00

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

November 30, 2001

Mr. Bart Hall
Independent Bankers' Bank
615 Crescent Executive Court
Suite 400
Lake Mary, Florida 32746

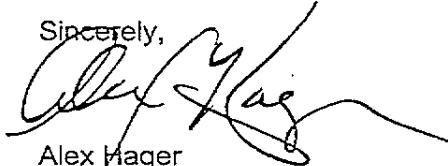
Dear Mr. Hall:

Re: "Independent Bankers' Bank Outsourcing Services of Florida, LLC"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,



Alex Hager
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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**ARTICLES OF ORGANIZATION
OF
INDEPENDENT BANKERS' BANK OUTSOURCING SERVICES OF FLORIDA, LLC
A Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this limited liability company is "Independent Bankers' Bank Outsourcing Services of Florida, LLC", referred to in these Articles of Organization as the "Company."

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address of the Company is as follows:

615 Crescent Executive Court
Suite 400
Lake Mary, Florida 32746-2109

The street address of the Company is as follows:

615 Crescent Executive Court
Suite 400
Lake Mary, Florida 32746-2109

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DIVISION OF CORPORATIONS

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced at 12:01 a.m. on December 17, 2001, or, if later, at such time and date as is five (5) business days prior to the date on which these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
MEMBER MANAGED**

The Company shall be member managed in accordance with the terms of the Company's Operating Agreement. In connection therewith, each member shall be responsible for delegating its management authority and responsibility to an employee of the respective member.

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**ARTICLE V
REGISTERED AGENT**

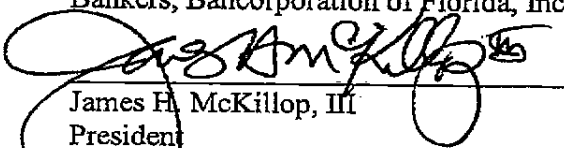
The address of the initial Registered Office and the Registered Agent at such address are as follows:

Bart B. Hall
615 Crescent Executive Court
Suite 400
Lake Mary, Florida 32746-2109

**ARTICLE VI
APPLICABLE LAW**

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

As Member
Bankers, Bancorporation of Florida, Inc.


James H. McKillop, III
President

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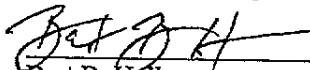
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida.

1. The name of the limited liability company is "Independent Bankers' Bank Outsourcing Services of Florida, LLC."
2. The name and the Florida street address of the Registered Agent are as follows:

Bart B. Hall
615 Crescent Executive Court
Suite 400
Lake Mary, Florida 32746-2109

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608 of the Florida Statutes.


Bart B. Hall

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