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Florida Department of State
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To:

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

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305)416-6800
Fax Number : (305)416-6811

LIMITED LIABILITY COMPANY

Cervera-Bankers Operating, LLC

Certificate of Status	0
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W05-21412

J. BROWN MAY 10 2005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

FILED
2005 MAY -9 AM 11:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 28, 2005

AGI REGISTERED AGENTS, INC.

SUBJECT: CERVERA-BANKERS OPERATING, LLC
REF: W05000021412

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

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

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) 245-6043.

Joey Bryan
Document Specialist

FAX Aud. #: H05000105198
Letter Number: 705A00029598

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05 MAY -9 AM 9:
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

May 4, 2005

Ms. Melissa Lancaster
Adams, Gallinar & Iglesias, PA
1200 Brickell Avenue
Suite 900
Miami, Florida 33131

Dear Ms. Lancaster:

Re: Cervera-Bankers Operating, LLC / Cervera-Bankers Holdings, LLC

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

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

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Director
Division of Financial Institutions

LBC:ker

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

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2005 MAY - 9 AM 11:03
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
CERVERA-BANKERS OPERATING, LLC

FILED
2005 MAY -9 AM 11:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **CERVERA-BANKERS OPERATING, LLC, a limited liability company** (the "Company").

ARTICLE II -- ADDRESS

(a) The principal address of the Company shall be 1492 South Miami Avenue, Miami, Florida, 33130.

(b) The mailing address of the Company shall be c/o 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ADAMS
GALLINAR
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Professional Association

1200 BRICKELL AVENUE * SUITE 900 * MIAMI, FLORIDA 33131
TELEPHONE 305.416.6800 * FACSIMILE 305.416.6811

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Cervera-Bankers Operating, LLC

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ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by a **manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, shall determine the manner in which such the Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The name and address of the initial **Manager** of the Company is:

Cervera-Bankers Holdings, LLC

1492 South Miami Avenue
Miami, Florida 33130

ARTICLE IX – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the

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**Page 3 of Articles of Organization of
Cervera-Bankers Operating, LLC**

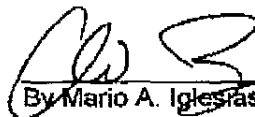
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continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE X -- INDEMNIFICATION

The Company shall indemnify each Member, Manager and Organizer of the Company against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a Member, Manager and/or Organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 27 day of April, 2005.

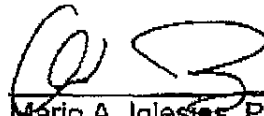


By Mario A. Iglesias, Esq. as Authorized Representative

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.



Mario A. Iglesias, President

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