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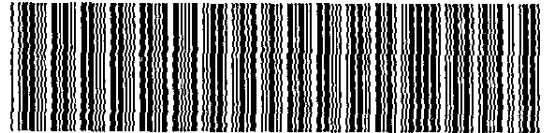
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 30 PM 2:47

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: December 30, 2005

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Bank of Coral Gables, LLC
Coral Gables, Miami-Dade County
(Proposed New Bank)

Please file the attached Articles of Organization for the above-referenced institution, using DECEMBER 30, 2005, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) One copy to: Mr. Terry Best
7481 Red Bay Place
Coral Springs, Florida 33065
- (3) One copy to: Mr. Russ Marshall
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

ARTICLES OF ORGANIZATION

OF

BANK OF CORAL GABLES, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 30 PM 2:48

The undersigned, being duly authorized to act as the organizer of this Limited Liability Company pursuant to Chapter 608 and Section 658.16, Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I – NAME

The name of the limited liability company shall be BANK OF CORAL GABLES, LLC (hereinafter, the "Company").

ARTICLE II – ADDRESS

The street address of the initial principal office and mailing address of the Company are:

Principal Office Address:

95 Merrick Way
Suite 106
Coral Gables, Florida 33134

Mailing Address:

95 Merrick Way
Suite 106
Coral Gables, Florida 33134

ARTICLE III – PURPOSE

The general nature of the business to be transacted by the Company shall be: That of a general banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking or trust limited liability companies.

ARTICLE IV – CAPITAL REQUIREMENTS

The Company shall begin business with at least \$5,000,000 in paid-in capital and shall maintain such minimum capital as required by the Florida Financial Institutions Codes.

ARTICLE V – EFFECTIVE DATE AND DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida and the Operating Agreement of the Company. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

ARTICLE VI – MANAGEMENT AUTHORITY

The exclusive authority to manage the Company is vested in a board of managers that is elected by the members, which shall operate in substantially the same manner as, and has substantially the same rights, powers, privileges, duties, and responsibilities as, a board of directors of a bank company chartered as a corporation.

The name and address of each initial board (manager or director) is as follows:

<u>Name</u>	<u>Address:</u>
Terry Eden Best	7481 Red Bay Place Coral Springs, FL 33065
Jerrold Blair	300 South Pointe Drive Apt. 3103 Miami Beach, FL 33138
Charles Dusseau	7520 SW 72 Court Miami, FL 33143

<u>Name</u>	<u>Address:</u>
Michael A. Kashtan	Daniels Kashtan Downs & Robertson 3300 Ponce de Leon Blvd. Coral Gables, Florida 33134
William H. Kerdyk, Jr.	Kerdyk Real Estate 2631 Ponce de Leon Blvd. Coral Gables, Florida 33134
Paul A. Lester	201 Alhambra Circle, Ste. 601 Coral Gables, FL 33134
Carlos C. Lopez-Cantera	2199 Ponce de Leon Blvd., Suite 200 Coral Gables, Florida 33134
Gene Prescott, President	The Biltmore Hotel 1200 Anastasia Avenue Coral Gables, FL 33134
Carlos Rodriguez	Driftwood Management, LLC 3265 NW 87 Avenue Miami, Florida 33134
Audrey Ross	4689 Ponce de Leon Blvd. Third Floor Coral Gables, FL 33146
George M. Suarez, M.D.	7000 SW 62 Avenue, Suite 100 South Miami, Florida 33143
Wayne E. Withers, Jr. ("Chip")	1104 Hardee Road Coral Gables, FL 33146

ARTICLE VII – LIMITED LIABILITY OF MEMBERS

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment.

ARTICLE VIII – TRANSFER OF OWNERSHIP RIGHTS

A Member may transfer an ownership interest in the Company, including voting rights, without the consent of any other Member of the Company, providing however, the transfer complies with all applicable requirements of the Florida Financial Institutions Codes.

ARTICLE IX - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

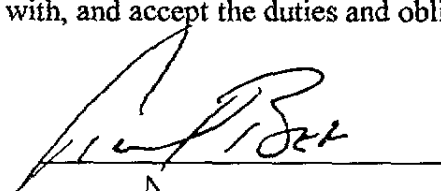
Pursuant to Section 608.4235, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 95 Merrick Way, Suite 106, Coral Gables, Florida. The name of the registered agent of the Company at that address is Terry Eden Best.

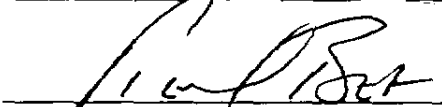
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


Date: DEC 13, 2005

REQUIRED SIGNATURE:

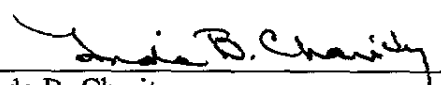
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of
Organization this 13 day of DEC, 20 05.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution
of this document constitutes an affirmation under the penalties of perjury
that the facts stated herein are true.)

TERRELL EDEN BEST
Typed or printed name of signee

APPROVED by the Office of Financial Regulation this 29TH day of
December, 20 05.

Tallahassee, Leon County, Florida


Linda B. Charity
Director
Office of Financial Regulation

Note: Filing Fees

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy
- \$ 5.00 Certificate of Status