

L95000000708

MASUD & ASSOCIATES

ATTORNEYS AT LAW

60 STATE STREET
BOSTON, MASSACHUSETTS 02109
TELEPHONE (617) 780 1010
FACSIMILE (617) 780 1020

1221 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 556-6666
FACSIMILE (305) 556-6667

January 23, 1995

BY UPS TRACKING #06019298712

Florida Department of Corporations
State Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

2100001389442
-01/25/95--01081--002
***285.00 ***285.00

Dear Sir/Madam:

Enclosed please find the following executed documents for filing in connection with the organization of the above referenced entity:

1. Articles of Organization;
2. Certificate of Designation of Registered Agent / Registered Office;
3. Affidavit of Membership and Contributions;

Please file in the Florida Limited Liability Corporation. Additionally, check numbered 2346 in the amount of \$285.00 (two hundred eighty five dollars) made payable to the Department of State is enclosed to cover the costs of such filing.

Also, a copy of each of the documents is enclosed. Would you please file stamp these copies and return them back to us in the enclosed self-addressed stamped envelope?

Thank you for your anticipated cooperation.

Should you have any questions, please telephone me at our Boston offices. With kind regards, I am,

Very truly yours,

Caroline L. Nasson

Caroline L. Nasson
For the Firm

AL SEP 15 1995

FILED
STATE
DIVISION OF CORPORATIONS
95 SEP 15 PM 2:36



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1995

MASUD & ASSOCIATES
1221 BRICKELL AVE.
MIAMI, FL 33131

SUBJECT: BANKHOUSE MIAMI, L.C.
Ref. Number: W9500002112

We have received your document for BANKHOUSE MIAMI, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 895A00003885

(904)
487-6091
Fm 4/95

MASUD & ASSOCIATES

ATTORNEYS AT LAW

60 STATE STREET
BOSTON, MASSACHUSETTS 02109
TELEPHONE (617) 720-1010
FACSIMILE (617) 720-1020

1221 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 555-5556
FACSIMILE (305) 555-5557

August 17, 1995

Agnes Bundick
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BankHouse International Management Corporation

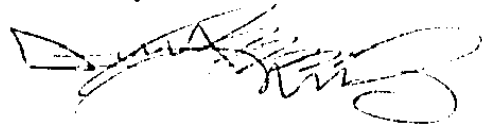
Dear Ms. Bundick,

In a letter dated January 30, 1995, you informed us that our documentation could not be filed because every entity listed as a manager or managing member must have an active registration/filing on file with your office. BankHouse International Management Corporation is simultaneously registering to do business in Florida as a foreign corporation. Thus, we resubmit the enclosed document for filing. As you have retained our check for the \$285.00 filing fee, we do not include a check with this letter.

Enclosed please also find copies of the letters from the Office of the Comptroller approving the use of both "BankHouse International Management Corporation" and "BankHouse Miami, L.C."

Thank you for your assistance in this matter. If you have any questions, please call me at our Boston offices.

Sincerely,



Robert Masud

Enclosures
RM:jl



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

August 22, 1995

ROBERT MASUD
60 STATE STREET
BOSTON, MA 02109

RECEIVED
AUG 26 1995

SUBJECT: BANKHOUSE MIAMI, L.C.
Ref. Number: W95000002112

We have received your document for BANKHOUSE MIAMI, L.C.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 495A00039300

**ARTICLES OF ORGANIZATION
OF**

BankHouse Miami, L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, members of a limited liability company formed pursuant to the provisions of the Florida Limited Liability Act hereby certify:

Article I - Name:

The name of the limited liability company is BankHouse Miami, L.C.

Article II - Address:

BankHouse Miami, L.C.
1221 Brickell Avenue
Miami, FL 33131

Article III - Duration:

The period of duration for the limited liability company is perpetual.

Article III - Purpose:

The limited liability company is organized to conduct any lawful business for which limited liability companies may be organized.

Article V - Registered Agent:

The name and street address of the registered agent of the limited liability company is:

Masud & Associates
Attorneys-at-Law
1221 Brickell Avenue
9th Floor
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 15 PM 2:36

ARTICLES OF ORGANIZATION OF BankHouse Miami, L.C., CONTINUED

Article VI - Admission of Members:

Additional member shall be admitted upon written consent of all the members.

Article VII - Management:

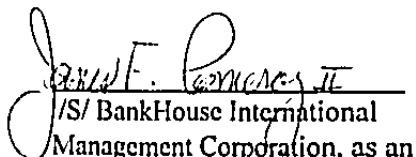
The initial operating managers of the company shall be the persons whose names and addresses are as follows:

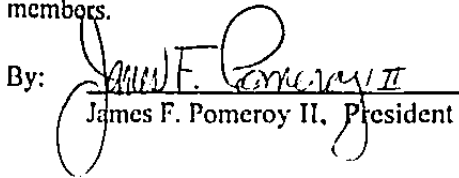
Name:	Street Address:	Mailing Address:
BankHouse International Management Corporation	One International Place Boston, MA 02110	One International Place Boston, MA 02110
Ramiro Sanchez, Jr.	1420 S. Bayshore Drive Suite No. 1002 Miami, FL 33131	1420 S. Bayshore Drive Suite No. 1002 Miami, FL 33131


Article VIII - Continuity of Life:

All of the remaining members of the limited liability company may agree to continue the business upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

IN WITNESS WHEREOF, we have signed these Articles as the representatives of the members of BankHouse Miami, L.C. on this 27th day of December 1994.


/s/ BankHouse International Management Corporation, as an Operating Manager and as the authorized representative of the members.

By: 
James F. Pomeroy II, President


/s/ Ramiro Sanchez, Jr. as an Operating Manager and as the authorized representative of the members.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP 15 PM 2:37

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:


BankHouse Miami, L.C.

2. The name of the registered agent and office is:

Masud & Associates
Attorneys-at-Law
1221 Brickell Avenue
9th Floor
Miami, FL 33131

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.

MASUD & ASSOCIATES

By: 
/S/ Robert Masud, For the Firm.

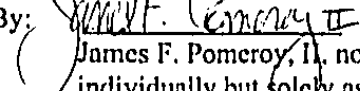
Date: December 27, 1994.


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

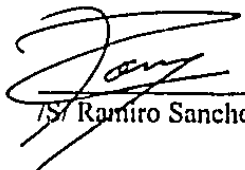
The undersigned members of BankHouse Miami, L.C., depose and state as follows:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is One Hundred United States Dollars (US\$100).
- 3) There shall be no property other than the cash contributed by the members in paragraph two (2) above.
- 4) There shall be no additional cash or property anticipated by the members other than the contribution referred to in paragraph two (2) above.

PRIVATE MERCHANT
BANKHOUSE NO. 59 TRUST
(BANKHOUSE FLORIDA),
MEMBER

By: 
James F. Pomeroy, II, not
individually but solely as
Trustee.

By: 
Anthony W. Finkl, not
individually but solely as
Trustee.


/s/ Ramiro Sanchez, Jr., Member.

IN ACCORDANCE WITH SECTION 608.408(3) FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED ARE HEREIN ARE TRUE.



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0150

RECEIVED
AUG 14 1995

August 7, 1995

Robert Masud
Masud & Associates
Attorneys at Law
60 State Street
22nd Floor
Boston, Massachusetts 02109

Re: "BankHouse Miami, L.C."
"Private Merchant BankHouse No. 59 (BankHouse Florida)"

Dear Mr. Masud:

On July 5, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on July 14, 1995, for 21 days until August 4, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or

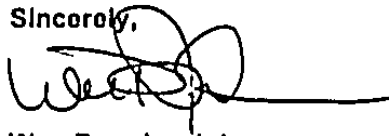
2. Use any name, word, sign, symbol, or device in any context or in any manner; or

3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Mr. Robert Masud
August 7, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name(s), "BankHouse Miami, L.C." and "Private Merchant BankHouse No. 59 (BankHouse Florida)".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

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