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Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
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FLORIDA PROFIT/NON PROFIT CORPORATION

FloridaFIRST Coalition of Financial Institutions for Business
Continuity, Inc.

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**Articles of Incorporation
of
FloridaFIRST Coalition of Financial Institutions for Business Continuity,
Inc.**

ARTICLE I - NAME

The name of this corporation shall be FloridaFIRST Coalition of Financial Institutions for Business Continuity, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the Corporation is located at 5901 Miami Lakes Drive, Miami Lakes, Florida 33014.

ARTICLE III - MAILING ADDRESS

The mailing address of the Corporation is c/o Mellon, 5901 Miami Lakes Drive, Miami Lakes, Florida 33014.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 11880 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 and its registered agent is Corporate Creations Network Inc.

ARTICLE V - CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE VI - CORPORATE PURPOSES

The purpose of the Corporation shall be to focus on and foster the development and implementation of contingency, emergency management and business continuity plans for financial institutions with an emphasis on developing and strengthening relationships with public, private and governmental sector partners, to furnish non-profit and non-commercial educational and public services in the State of Florida in support of such purpose, and for such purposes, to construct, own, lease and operate such facilities as may be reasonably required to support such purposes, to obtain by gift, contribution, deed or lease, real and personal property and funds to be used in connection with the foregoing purposes; to solicit and accept in trust or otherwise, money and property to be used for such purposes; and to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any

kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

The Corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer, director, trustee, member or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article VI.

ARTICLE VII - MEMBERS

This Corporation shall have Members. The qualification for Members and the manner of their admission shall be regulated by the bylaws of this Corporation (the "Bylaws"). The voting and other rights of each Member, if any, will be as set forth in the Bylaws. The quorum and voting requirements for meetings and activities of the Members and notice requirements sufficient to provide notice of any meetings and activities of the Members shall be set forth in the Bylaws.

ARTICLE VIII - BOARD OF DIRECTORS; OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors. The method of selection of the Board of Directors and number of Directors shall be stated in the Bylaws, provided that the Board of Directors shall not have less than three Directors. The Corporation shall have such Officers as may be authorized under the Bylaws.

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors. The Bylaws shall provide for qualifications for Members, Directors and Officers, and election, appointment and tenure of Directors and Officers. The Bylaws may contain any other provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, other applicable law or these Articles of Incorporation.

ARTICLE X - CORPORATE POWERS

The Corporation shall have and exercise any and all powers, rights and privileges afforded corporations not-for-profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article VI.

ARTICLE XI - INDEMNIFICATION

The Corporation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action; suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitute gross negligence or willful misconduct, in his or her capacity as a Director, Officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof.

ARTICLE XII - AMENDMENTS

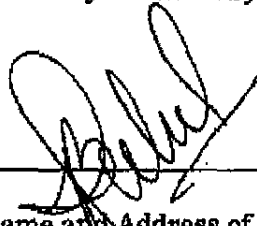
The provisions of the Articles of Incorporation or Bylaws may be altered, amended or repealed, or new provisions adopted, at a meeting of the Board of Directors at which a quorum is present by a majority vote of those present and voting. Members shall have no right to amend, alter, or repeal, or adopt new provisions to, the Articles of Incorporation or Bylaws of the Corporation.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the Corporation, assets remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any plan of dissolution and distribution of the assets of the Corporation must comply with these Articles and shall be approved by a majority vote of the Directors present at a meeting in which a quorum is present, and no Member shall be entitled to vote on any such plan of dissolution or distribution of assets.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 13th day of March, 2006.



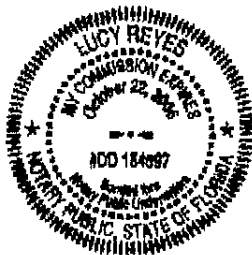
Name and Address of Incorporator:

Barbara Yvonne Debesa
169 Miracle Mile, R-10
Coral Gables, Florida 33134

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Barbara Yvonne Debesa who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 13th day of March, 2006.





NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept the appointment as registered agent for FloridaFIRST
Coalition of Financial Institutions for Business Continuity, Inc., a Florida not for
profit corporation.



for Corporate Creations Network Inc.

March 12, 2006

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