

PO0000021842



ACCOUNT NO. : 072100000032

REFERENCE : 587429 7205094

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70

ORDER DATE : February 14, 2000

ORDER TIME : 9:21 AM

ORDER NO. : 587429-005

500003154645--5

CUSTOMER NO: 7205094

CUSTOMER: Ms. Patricia P. Chalk
MS. PATRICIA P. CHALK
MS. PATRICIA P. CHALK
20283 State Road 7
Suite 300
Boca Raton, FL 33498

DOMESTIC FILING

NAME: BANKSMITH CONSULTING
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

of 3/200

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR -2 PM 12:07

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -2 PM 1:52



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -2 PM 1:52

February 28, 2000

Monique Cartier
BankSmith Consulting Associates
20283 State Road 7, Suite 300
Boca Raton, FL 33498

Dear Ms. Cartier:

Re: "BankSmith Consulting Associates, Inc."

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,

Art Simon
Art Simon
Director

:kr

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

Division of Banking
101 East Gaines Street, Suite 636, Telephone: (850) 410-8111

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

BANKSMITH CONSULTING ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BANKSMITH CONSULTING ASSOCIATES, INC.

The address of the principal office of this corporation shall be 5451 Grand Park Place, Boca Raton, Florida 33486, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Patricia P. Chalk	5451 Grand Park Place
Dir.	Boca Raton, Florida 33486

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation: _____

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on March 2, 2000: _____

Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

CRL