

P0000027225



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 619080 7199649

AUTHORIZATION :

COST LIMIT :

Patricia Pizutto

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 5:08

ORDER DATE : March 9, 2000

ORDER TIME : 4:25 PM

ORDER NO. : 619080-005

CUSTOMER NO: 7199649

500003173515-7

CUSTOMER: Ms. Olga Duque
HUNTON & WILLIAMS
HUNTON & WILLIAMS
1 Biscayne Tower
2 South Biscayne Blvd
Miami, FL 33131

DOMESTIC FILING

NAME: COMBANK TITLE INSURANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

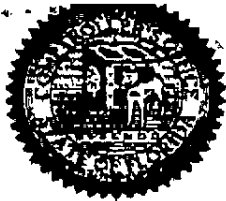
XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
00 MAR 16 PM 4:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/17/00

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA**OFFICE OF THE COMPTROLLER**
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 16 PM 5:08

March 14, 2000

Ms. Olga L. Duque
Certified Legal Assistant
Hunton & Williams
One Biscayne Tower
Suite 2500
2 South Biscayne Boulevard
Miami, Florida 33131-1802

Dear Ms. Duque:

Re: "Combank Title Insurance, Inc."

Reference is made to your letter/fax dated March 10, requesting approval of the above-referenced name, which will be a wholly-owned subsidiary of Community Bank of Florida, located in Homestead, Florida.

As Section 855.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above name being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", is written over a horizontal line.

Alex Hager
Acting Director

:kr

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

Division of Banking
101 East Gaines Street, Suite 535, Telephone: (850) 410-9111

TOTAL P.02

00 MAR 16 PM 5:08

ARTICLES OF INCORPORATION
OF
COMBANK TITLE INSURANCE, INC.

ARTICLE I - NAME

The name of the corporation is ComBank Title Insurance, Inc. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 15600 S.W. 288th Street, Homestead, Florida 33033.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301-2525; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article VI - BOARD OF DIRECTORS

The number of members of the Board of Directors shall initially be two (2). The number of directors may be increased or decreased from time to time in accordance

with the Bylaws of the Corporation, but shall never be less than one (1). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Robert L. Epling
28801 S.W. 157th Avenue
Homestead, Florida 33033

Eric Johnson
28801 S.W. 157th Avenue
Homestead, Florida 33033

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Abigail C. Watts-FitzGerald, Hunton & Williams, One Biscayne Tower, Suite 2500, 2. S. Biscayne Boulevard, Miami., Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of March, 2000.


Incorporator: Abigail C. Watts-FitzGerald

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 16 PM 5:08

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

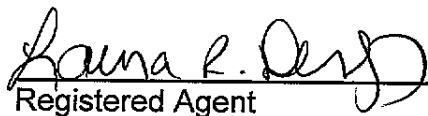
W I T N E S S E T H:

That ComBank Title Insurance, Inc., desiring to organize under the laws of the State of Florida, has named _____, located at _____, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 10 day of March, 2000.


Registered Agent