

P00000028031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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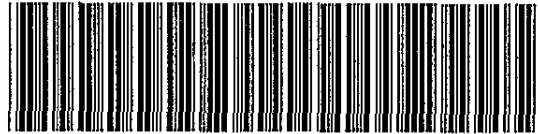
(Business Entity Name)

(Document Number)

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T. Lewis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FCB Financial, Inc.
(Name of corporation)

DOCUMENT NUMBER: P00000028031

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Robert A. Jason
(Name of person)

FCB Financial, Inc.
(Name of firm/company)

4600 W. Kennedy Blvd.
(Address)

Tampa, FL 33609
(City/state and zip code)

For further information concerning this matter, please call:

Albert M. Salem, Jr., J.D. at (813) 287-0502
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 21, 2004

ALBERT M. SALEM, JR., J.D.
FIRST COMMERCIAL BANK OF TAMPA BAY
4600 WEST KENNEDY BLVD.
TAMPA, FL 33609

SUBJECT: FCB FINANCIAL, INC.
Ref. Number: P00000028031

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 704A00055506

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: FCB Financial, Inc.
2. The principal office address: 4600 W. Kennedy Blvd.
Tampa, FL 33609
3. The mailing address (if different): Same

4. Date of incorporation/qualification: 3/20/2000 Document number: P00000028031

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

J. A. Grandoff, EVP

4600 W. Kennedy Blvd.

Tampa, FL 33609

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Robert A. Jason, Chief of Operations

4600 W. Kennedy Blvd.

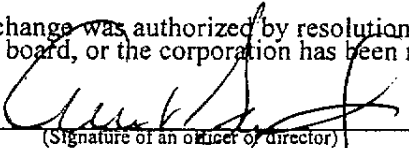
(P.O. Box or personal mailbox NOT acceptable)

Tampa, FL 33609

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SECRETARY OF STATE

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Albert M. Salem, Jr., J.D.

(Printed or typed name and title)

Chairman

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

September 23, 2004

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314