

P00000041267

Interoffice
Communication



Robert F. Milligan
Comptroller of Florida

DATE: April 13, 2000

TO: Karon Beyer, Department of State
Division of Corporations, Bureau of Commercial Recording

FROM: Donald M. Kelly, Division of Banking *DMK*
Bureau of Financial Institutions, District II

SUBJECT: Articles of Incorporation of OptimumBank.com

Please file the attached original Articles of Incorporation for this approved but unopened bank.

Please distribute certified copies as follows:

(1) One copy to: Division of Banking
Suite 636 Fletcher Building
101 East Gaines Street
Tallahassee, Florida 32399-0350

(2) One copy to: Mr. Richard L. Browdy
11929 SW 56th Street
Cooper City, Florida 33330

800003215108--8
-04/19/00--01037--007
****105.00 ****105.00

Also attached is RB Optimum Corporation's check # 1094 dated March 30, 2000, for \$105.00 for payment of part of the fees due. Another check for \$35.00 was inadvertently deposited to our account, and we will provide an Interdepartmental Transfer for the remaining \$35.00 of fees due. Please contact Mr. Browdy at (954) 252-5667 if there is an underpayment, and any refund for overpayment should be sent to him at the address noted above.

Please contact me at 410-9111 if I may assist in any way.

Richard Browdy
410 - 9528

FILED
00 APR 25 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATED JOURNAL TRANSACTIONS BY SWDN WITHIN BENEFITTING OLO AND SITE

DIT LOCATION - STATEWIDE
 O 450000 - DEPARTMENT OF STATE
 TE 00 - DEPARTMENT OF STATE
 ADOCNO D0000623724 ADOCNO V005729

OLO 440000 - DEPARTMENT OF BANKING AND FINANCE
 SITE 00 - DEPARTMENT OF BANKING AND FINANCE
 (850) 410-9401

ACCOUNT CODE	CF	TC	OBJECT	AMOUNT	ACCOUNT CODE	BENEFITTING DATA	CF	TC	OBJECT
20 2 275001 44200000 00 220020 00		25	8600	35.00	45 20 2 130001 45300000 00 000100 00	INVOICE # DEF.#412			45

TRANSACTION CODE TOTAL - 25

35.00

45

35.00

TR96

APR 23 4 2000

45301010

R2

001006

000100

*Journal Transfer
 4/35 from Drilling Bank*

ARTICLES OF INCORPORATION OF
OptimumBank.com

FILED
00 APR 25 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be OptimumBank.com and its initial place of business shall be at 10197 Cleary Boulevard, in the City of Plantation, in the County of Broward and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 6,000,000. Such shares shall be of a single class and shall have a par value of \$2.37 per share. The corporation shall begin business with at least \$2,512,200 in paid-in common capital stock to be divided into 1,060,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,897,800 and the amount of undivided profits, not less than \$600,000 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>Michael Bedzow</u>	<u>3250 N. 39th Street, Hollywood, FL 33021</u>
<u>Richard L. Browdy</u>	<u>11929 SW 56 Street, Cooper City, FL 33330</u>
<u>Gordon J. Deckelbaum</u>	<u>4444 Players Street, Hollywood, FL 33021</u>
<u>Paul B. Fay, Jr.</u>	<u>3766 Clay Street, San Francisco, CA 94118</u>
<u>Albert J. Finch</u>	<u>1001 Colony Point Circle, Bldg 5 Apt 521</u> <u>Pembroke Pines, FL 33026</u>
<u>Sumner G. Kaye</u>	<u>3521 N. 52nd Ave, Hollywood, FL 33021</u>
<u>H. David Krinsky</u>	<u>585 Montgomery Street, Brooklyn, NY 11225</u>
<u>Stephen Markowitz</u>	<u>3814 Bimini Ave, Cooper City, FL 33026</u>


In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 22 day of MARCH, A.D. 2000.

NAME


STREET ADDRESS


Michael Bedzow

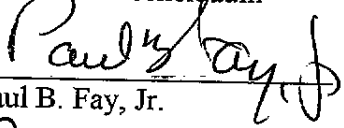
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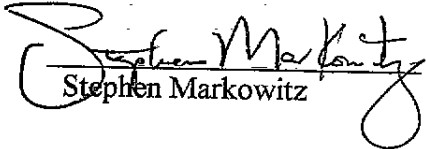
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585 Montgomery Street, Brooklyn, NY 11225


Stephen Markowitz

3814 Bimini Ave, Cooper City, FL 33026

FILED

STATE OF FLORIDA)

00 APR 25 AM 11:19

COUNTY OF DADE) SS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this

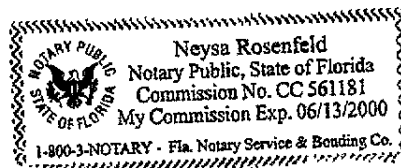
22 day of MARCH, 19 2000 by

Richard L Browdy, who is personally known to me or

who has produced DRIVER'S License as identification and who

did/did not take an oath.

(SEAL)



Neysa Rosenfeld
Notary Public - State of Florida at Large
My Commission Expires:

Approved by the Department of Banking and Finance this 10th day of

April, 2000.

Tallahassee, Florida

Robert F. Milligan
Robert F. Milligan
Comptroller of the State of Florida and Head
of the Department of Banking and Finance