

CT CORPORATION SYSTEM

P010000033716

CORPORATION(S) NAME

BancShare Investors, Inc.

0

FILED
01 MAR 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900003830419--3

03/12/01 01056--020

*****70.00 *****70.00

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit <i>Articles</i> | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/12/01

Order#: 3754833

Ref#: _____

Amount: \$ _____

RECEIVED
01 MAR 12 AM 11:27
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

gc
WI-5538
TS

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 12, 2001

CT CORPORATION SYSTEM

SUBJECT: BANCSHARE INVESTORS, INC.
Ref. Number: W01000005538

We have received your document for BANCSHARE INVESTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please complete article seven.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

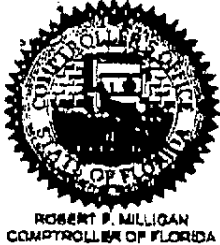
If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 901A00015020

RECEIVED
01 APR -3 PM 12:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Tracy
Approval ltr attached.
Pls backdate this
to March 12.
TKS
Carol*



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

April 3, 2001

Mr. Joseph M. McCloud
BancShares First
6457 Reflections Drive
Suite 200
Dublin, Ohio 43017

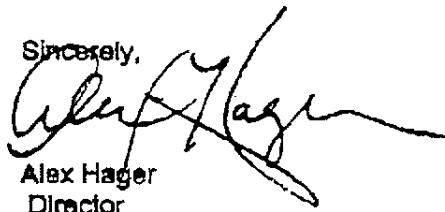
Re: "BancShare Investors Brokerage, Inc."

Dear Mr. McCloud:

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of 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 corporate name being registered as a foreign corporation to transact business in the state of Florida.

Sincerely,



Alex Hager
Director

:kr

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

**ARTICLES OF INCORPORATION
OF**

BancShare Investors, Inc.

FILED
01 MAR 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: BancShare Investors Brokerage, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 6457 Reflections Dr., Ste. 200, Dublin, Ohio 43017

THIRD: The number of shares the corporation is authorized to issue is: 20,000,000 consisting of 10,000,000 common shares broken down as follows: 8,000,000 Class A Shares, 1,000,000 Class B. Shares and 1,000,000 Class C Shares

10,000,000 preferred shares broken down as follows: 5,000,000 Class A Preferred and 5,000,000 Class B. Preferred

FOURTH: The street address of the initial registered office of the corporation is c/o

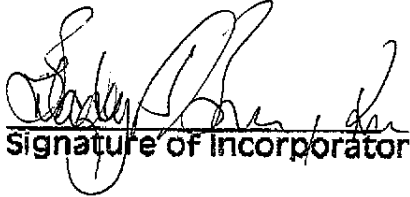
C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The name of addressee of the person who is to serve as sole director is:

Bradley T. Smith, 829 Bethel Rd., #117., Columbus, Oh. 43214

SIXTH: The name and address of the incorporator is: Bradley T. Smith, 829 Bethel Rd. #117 Columbus, Ohio 43214

SEVENTH: Any other provision required or permitted by law is: NONE


Signature of Incorporator


3/7/01
Date

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

3-9-2001

By



Date

C. A. Record , Asst. Secretary

FILED
01 MAR 19 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA