

P010000 55344

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: June 5, 2001

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **PREMIER AMERICAN BANK**
Miami, Miami-Dade County
(Approved New Bank)

000004342240--1
-06/05/01--01058--010
*****61.25 *****61.25

Please file the attached Articles of Incorporation for the above-referenced bank, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to: Bruce Ricca
Division of Banking (Licensing & Chartering)
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350

(2) Two copies to: Ms. Maria Victoria Currais
Murai, Wald, Biondo & Moreno
25 S.E. 2nd Avenue
Miami, Florida 33131

Uncertified Copy to: Mr. Russ Marshall
Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

FILED
01 JUN -5 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

BR.articles

ARTICLES OF INCORPORATION
OF
PREMIER AMERICAN BANK

FILED
01 JUN -5 PM 2:03
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, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **PREMIER AMERICAN BANK** and its initial place of business shall be at 5900 Bird Road, in the County of Miami-Dade, State of Florida.

ARTICLE II

PURPOSE

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, and, to the extent not inconsistent therewith, the Florida Business Corporation Act.

THIS INSTRUMENT PREPARED BY:
Rene V. Murai
FL Bar Number: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

ARTICLE III CAPITAL STOCK

The corporation shall be authorized to issue only one class of stock, namely, common stock. The total number of shares authorized to be issued by the corporation shall be 2,000,000 common shares, with a par value of \$5.00 per share. The corporation shall begin business with at least \$4,000,000 in paid-in common capital stock to be divided into 800,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,750,000 and the amount of undivided profits, not less than \$894,429 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

Except as herein stated, the shareholders of the corporation shall have the right to purchase ratably according to their respective holding any shares of the corporation hereafter issued and any securities exchangeable for, or convertible into, such shares, and any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. The board of directors of the corporation shall have the power to prescribe a reasonable period to time within which the foregoing right to purchase must be exercised. The shareholders of the corporation shall have no preemptive rights to subscribe to, or purchase, any shares of the corporation issued (i) in exchange for shares of other corporations, or for substantially all of the assets of any business (whether in full or partial payment of such other shares or business), (ii) pursuant to any stock option plan adopted by the board of directors of the corporation and approved by the shareholders for the benefit of employees, officers or directors of the corporation or (iii) pursuant to warrants to purchase in the aggregate a maximum of 67,000 shares to be issued to or at the direction of one or more of the undersigned. The shareholders of the corporation shall also not have any preemptive rights to purchase fractional shares.

ARTICLE IV

TERM

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

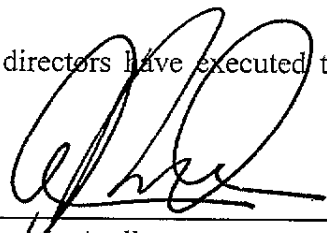
ARTICLE V

DIRECTORS

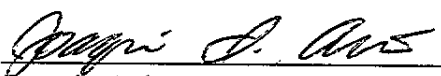
The number of directors of the corporation shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint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

NAME	STREET ADDRESS
Arellano, Agustin	7255 N.W. 19 th Street, Suite B, Miami, Florida 33126
Avino, Joaquin	1500 San Remo Avenue, Suite 300, Coral Gables, FL 33146
Bustillo, Oscar	4627 University Drive, Coral Gables, Florida 33146
Cueto, Alfonso	5714 Riviera Drive, Coral Gables, Florida 33143
Esteve, Jeronimo	5895 N.W. 167 th Street, Miami, Florida 33015
Martinez, Charlie	14260 S.W. 199th Avenue, Miami, Florida 33186
Saladrigas, Carlos	10200 SW 119th Avenue, Miami, Florida 33186
Vara, Adalberto	9475 N.W. 89th Avenue, Medley, Florida 33178
Wood, Thomas	4665 Ponce de Leon Boulevard, Coral Gables, Fl. 33146

In witness of the foregoing, the undersigned directors have executed these Articles of
Incorporation this ____ day of May, A.D. 2001.



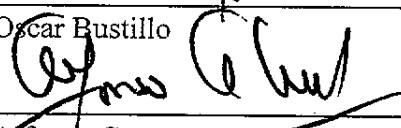
Agustin Arellano



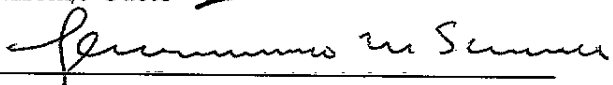
Joaquin Aviño



Oscar Bustillo



Alfonso Cueto



Jeronimo Esteve



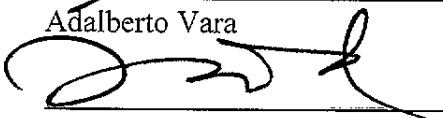
Charlie Martinez



Carlos Saladrigas

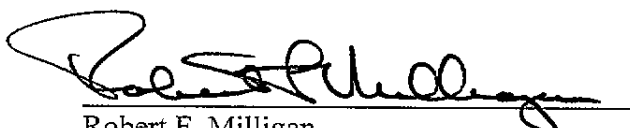


Adalberto Vara



Thomas Wood

Approved by the Department of Banking and Finance this 29TH day of MAY, 2001,
Tallahassee, Florida.



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

G:\DATA\abanco\articles of incorporation