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June 12, 2001

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-06/15/01--01083--001
****122.50 *****78.75

Re: Incorporation of American Heritage Bancshares, Inc.

Dear Sir/Madam:

Pursuant to the incorporation of American Heritage Bancshares, Inc., enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation American Bancshares, Inc.:
2. Check in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$ 35.00
(b) Certified Copy of Articles	\$ 52.50
(c) Registered Agent Designation	<u>\$ 35.00</u>

TOTAL \$122.50

3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,



Cat L. Brower
Paralegal

:cb
Enclosures

FILED
JUN 15 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/18

**ARTICLES OF INCORPORATION
OF
AMERICAN HERITAGE BANCSHARES, INC.**

The undersigned, acting as incorporator, and for the purpose of forming a corporation under and pursuant to the laws of the State of Florida, adopts the following Articles of Incorporation.

FILED
01 JUN 15 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be American Heritage Bancshares, Inc., whose principal office and mailing address shall be located at The Financial Center, 2701 W. Busch Blvd., Suite 112, Tampa, Florida 33618-4531.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence its existence the date these Articles of Incorporation are executed, and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all the powers enumerated in the Florida General Corporation Act, as the same now exists as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation, to act as a bank holding company and, to the extent permitted under applicable federal and state laws, now or hereafter existing, relating to bank holding companies and their activities.

**ARTICLE IV
CAPITAL STOCK**

Number and Class of Shares Authorized; Par Value

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
20,000,000	\$0.01	Class A- Common Stock

The consideration for all of the above stock shall be payable in cash or, in lieu of cash, property (tangible and intangible), labor or services (past, present or future), at a just valuation to be fixed by the Board of Directors of the Corporation.

Voting Rights

The common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

No Preemptive Rights

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

Relative Rights

Each share of Common Stock shall have the same relative rights as and be identical in all respects with all other shares of common stock.

ARTICLE V BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors. There are four (4) initial members of the Board of Directors. The number of directors may be either increased or diminished from time to time as provided in the bylaws. Directors may be removed with or without cause. The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Gama Munoz	2701 W. Busch Blvd., Suite 112, Tampa, FL 33618-4531
Rafael Pinedo	2701 W. Busch Blvd., Suite 112, Tampa, FL 33618-4531
Rick William	4020 N. Mac Arthur Blvd., Ste. 122-211, Irving, TX 75063
Roberto Gonzalez	4020 N. Mac Arthur Blvd., Ste. 122-211, Irving, TX 75063

ARTICLE VI DISTRIBUTION OF ASSETS

The Board of Directors of the Corporation may, from time to time, and at its discretion, distribute a portion of the assets of the Corporation to its shareholders out of the capital surplus of

the Corporation.

ARTICLE VII PURCHASE OF SHARES

The Board of Directors of the Corporation may, from time to time, and at its discretion, cause the Corporation to purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

ARTICLE VII BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors. The shareholders of the Corporation may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporations Act.

ARTICLE IX INDEMNIFICATION

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent possible under law.

ARTICLE X CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporations. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XI
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XII
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, subject to the consent thereof by the holders of a majority of the shares entitled to vote thereon and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**ARTICLE XV
REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent and registered office of this corporation shall be as follows:

Bradley J. Davis
538 Virginia Drive
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of JUNE, 2001.



Bradley J. Davis, Incorporator


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND REGISTERED AGENT UPON WHO PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: American Heritage Bancshares, Inc. (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Bradley J. Davis as its Registered Agent to accept service of process within the State of Florida with its registered office located at 538 Virginia Drive, Orlando, Florida 32803.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11 day of June, 2001.



Bradley J. Davis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA