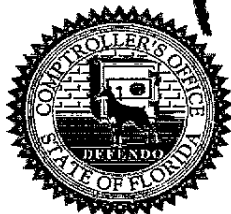


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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE 32399-0350

DATE: May 23, 2002

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: BANK OF FLORIDA
Fort Lauderdale, Broward County
(Approved New Bank)

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-05/24/02--01010--024
*****61.25 *****61.25

Please file the attached Articles of Incorporation for the above-referenced institution, using MAY 24, 2002, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Division of Banking
101 East Gaines Street
Fletcher Building, 6th Floor
Tallahassee, FL 32399-0350
- (2) One copy to: Mr. Michael L. McMullan
Bank of Florida (in organization)
110 East Broward Boulevard, Suite 100
Fort Lauderdale, Florida 33301
- (3) One copy to: Mr. A. George Igler
Igler & Dougherty
1501 Park Avenue
Tallahassee, Florida 32301
- (4) Uncertified
copy to: Mr. Steven King
Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

02 MAY 24 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BR 5/24

ARTICLES OF INCORPORATION
OF
BANK OF FLORIDA

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 24 AM 11:17

The undersigned, acting as Incorporator 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 Bank of Florida ("Bank"). Its initial place of business shall be 110 East Broward Boulevard, Suite 100, Ft. Lauderdale, Florida 33301, or at such other place as the Board of Directors shall designate.

ARTICLE II

The general nature of the business to be transacted by the Bank 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, which regulate the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the Bank shall be 5,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The Bank shall begin business with at least \$3,700,000 in paid-in common capital stock to be divided into 740,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$3,300,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

The term for which said Bank 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. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

The names and street addresses of the first directors of the Bank are:

<u>Name</u>	<u>Street Address</u>
Jorge H. Garcia	751 Park of Commerce Drive Boca Raton, Florida 33487
Wayne Huizenga, Jr.	450 East Las Olas Blvd., Suite 1500 Ft. Lauderdale, Florida 33301
John B. James	3401 Tamiami Trail North Naples, Florida 34103
Keith Koenig	251 International Parkway Sunrise, Florida 33325
Michael L. McMullan	110 East Broward Boulevard, Suite 100 Ft. Lauderdale, Florida 33301
Thomas J. Miller	614 South Federal Highway Ft. Lauderdale, Florida 33301
Harry K. Moon, M.D.	2950 Cleveland Clinic Boulevard Weston, Florida 33331
Richard Rochon	450 East Las Olas Blvd., Suite 1500 Ft. Lauderdale, Florida 33301
Ramon A. Rodriguez	350 East Las Olas Blvd., Suite 1420 Ft. Lauderdale, Florida 33301
Steve Shelton	5740 North Federal Highway Ft. Lauderdale, Florida 33308
Terry W. Stiles	300 SE 2 nd Street Ft. Lauderdale, Florida 33301

In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 7th day of May, 2002.

A. George Igler
A. George Igler, Incorporator
Bank of Florida

STATE OF FLORIDA }
COUNTY OF LEON }

The foregoing instrument was acknowledged before me this 7th day of May, 2002 by A. George Igler, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Demi P. Boxley
MY COMMISSION # CC967269 EXPIRES
September 11, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Demi P. Boxley
Notary Public - State of Florida at Large

Articles of Incorporation of Bank of Florida approved by the Department of Banking and Finance this 14TH day of MAY, 2002.

Tallahassee, Florida

Robert F. Milligan
Robert F. Milligan,
Comptroller of the State of Florida