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

DATE: August 1, 2002
TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings
FROM: Bruce Ricca, Licensing and Chartering
SUBJ: U. S. CENTURY BANK
Hialeah, Miami-Dade County
(Approved New Bank)

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-08/02/02--01004--014
*****61.25 *****61.25

Please file the attached Articles of Incorporation for the above-referenced institution, using AUGUST 1, 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) **Two copies to:** Ms. Desiree M. Cuason, Esq.
Rasco, Reininger, Perez & Esqenazi
283 Catalonia Avenue
Coral Gables, Florida 33134-6700
- (3) **Uncertified copy to:** Mr. Russ Marshall
Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG - 1 AM 9: 07

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.

20 8/5

ARTICLES OF INCORPORATION

OF

U.S. CENTURY BANK

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

The name of the corporation shall be U.S. Century Bank, and its initial place of business shall be at 7575 West Flagler Street, Miami, Florida 33144, in the County of Miami-Dade 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 10,000,000. Such shares shall be of a single class and shall have a par value of \$8.00. The corporation shall begin business with at least \$8,000,000 in paid-in common capital stock to be divided into 1,000,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,079,073 (including undivided profits), all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which this 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>
Francisco R. Angones	1203 Santona Street Coral Gables, Florida 33146
Carlos M. Garcia	9485 Sunset Drive Suite A-295 Miami, Florida 33175
Armando J. Guerra	4475 Journey's End Road Coral Gables, Florida 33156
Agustin Herran	15175 S.W. 212 Street Miami, Florida 33187
Manuel A. Herran	8460 SW 5 th Street Miami, Florida 33144
Sergio Pino	7270 NW 12 th Street Suite 410 Miami, Florida 33126
Ramón E. Rasco	283 Catalonia Avenue Second Floor Coral Gables, Florida 33134

ARTICLE VI

This corporation shall indemnify any director or any former director of this corporation, to the fullest extent permitted by law and as provided in the Bylaws. The corporation shall indemnify any officers or any former officers of this corporation, as and to the extent as more particularly provided in the Bylaws. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE VII

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon this corporation may be modified or cancelled by a vote of the holders of a majority of the Corporation's stock entitled to vote thereon to amend or repeal said Articles of Incorporation.

ARTICLE VIII

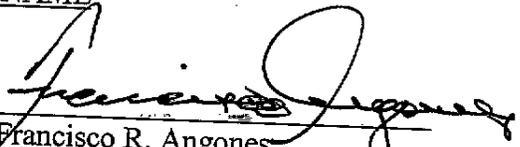
The power to alter, amend or repeal the Bylaws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX

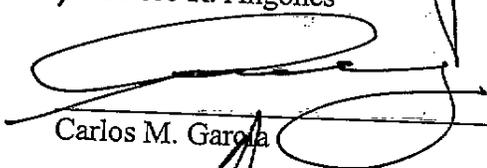
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 18 day of June, 2002.

NAME

STREET ADDRESS


Francisco R. Angones

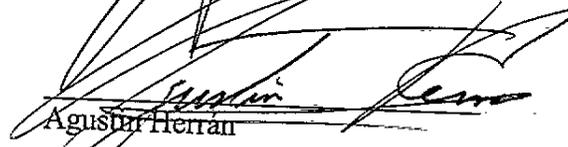
1203 Santona Street
Coral Gables, Florida 33146


Carlos M. Garofa

9485 Sunset Drive
Suite A-295
Coral Gables, Florida 33175


Armando J. Guerra

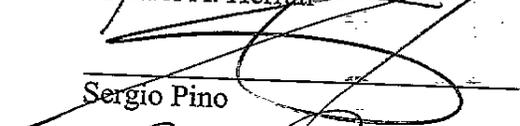
4475 Journey's End Road
Coral Gables, Florida 33156


Agustín Herrán

15175 SW 212 Street
Miami, Florida 33187


Manuel A. Herrán

8460 SW 6th Street
Miami, Florida 33144


Sergio Pino

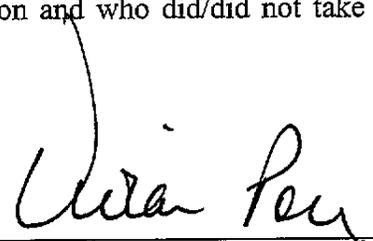
7270 NW 12th Street
Suite 410
Miami, Florida 33126


Ramón E. Rasco

283 Catalonia Avenue
Second Floor
Coral Gables, Florida 33134

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18 day of June, 2002 by Francisco R. Angones, Carlos M. Garcia, Armando J. Guerra, Agustin Herrán, Manuel A. Herrán, Sergio Pino and Ramón E. Rasco, who are personally known to me or who have produced a driver's licenses as identification and who did/did not take an oath.

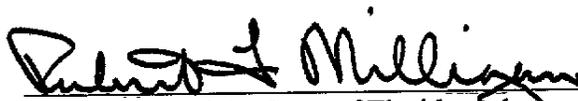


Notary Public – State of Florida at Large
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
VIVIAN POU
COMMISSION # CC767669
EXPIRES 10/14/2002
BONDED THRU ASA 1-888-NOTARY1

APPROVAL

Approved by the Department of Banking and Finance this 27TH day of JUNE,
2002.



Comptroller of the State of Florida and
Head of the Department of Banking and Finance

Tallahassee, Florida