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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STATE
OPERATIONS
TALLAHASSEE FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.)

International Banc Insurinvest, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS



DEPARTMENT OF FINANCIAL SERVICES

March 20, 2003

RECEIVED

MAR 24 2003

R. Michael Underwood
Steel Hector & Davis LLP
215 South Monroe Street
Suite 601
Tallahassee, Florida 32301-1804

Dear Mr. Underwood:

Re: International Banc Insurinvest, Inc.

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a subsidiary for International Bancorp of Miami, Inc., which is the holding company of The International Bank of Miami, N.A., located in Miami, Florida.

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. Therefore, the Office of Financial Institutions will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Deputy Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL BANC INSURINVEST, INC.**

In compliance with F.S. Chapter 607, the undersigned hereby acts as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

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TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the corporation shall be INTERNATIONAL BANC INSURINVEST, INC. ("Corporation").

ARTICLE II – PRINCIPAL OFFICE

The principal place of business is 121 Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE III – PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV – SHARES

The capital stock of the Corporation shall consist of One Thousand (1,000) shares of common stock having a par value of US\$.001 per share.

ARTICLE V – DATE OF EXISTENCE

The date when the corporate existence of the Corporation shall begin is on the date of filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE VI – TERM

The Corporation shall have a perpetual existence, unless sooner liquidated or dissolved in accordance with law.

ARTICLE VII – INITIAL OFFICERS/DIRECTORS

The names and street addresses of the first Board of Directors and officers are as follows:

| <u>Name</u> | <u>Title</u> | <u>Street Address</u> |
|----------------|---------------------|---|
| Alberto Valdes | President /Director | 121 Alhambra Plaza Coral Gables, Florida 33134 |

| | | |
|------------------|--------------------------------------|---|
| Alba M. Prestamo | Treasurer/Director Vice President | 121 Alhambra Plaza Coral Gables, Florida 33134 |
| Guillermo Rossel | Secretary/Director | 121 Alhambra Plaza Coral Gables, Florida 33134 |
| Jorge L. Perez | Vice President | 121 Alhambra Plaza Coral Gables, Florida 33134 |

ARTICLE VIII - REGISTERED AGENT

The name and street address of the registered agent is Margarita T. Gallinal, 121 Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is Emilia de Quesada, Esq., 121 Alhambra Plaza, Coral Gables, Florida 33134.

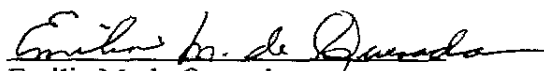
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT


The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 25th day of March 2003.


Emilia M. de Quesada

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for International Banc Insurinvest, Inc. at the place designated in the articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Margarita T. Gallinal

March 25, 2003

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TALLAHASSEE FLORIDA