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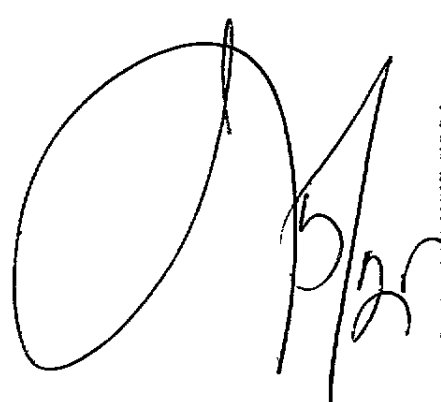
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TALLAHASSEE, FLORIDA
03 MAY 22 AM 8:00

FLORIDA PROFIT CORPORATION OR P.A.

CBF COMPANY, INC.



Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 22, 2003

EMPIRE CORPORATE KIT COMPANY

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
FLORIDA CBF CORPORATION

(6)

03 MAY 22 AM 8:00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **FLORIDA CBF CORPORATION.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on May 21, 2003.

EFFECTIVE DATE
5-21-03

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation shall have one (1) class of common stock, par value \$.01 per share. The Corporation shall be authorized to issue 4,000,000 shares of Common stock, par value \$.01 per share, which class shall be designated "Common" stock.

ARTICLE V - VOTING

All voting rights shall be vested exclusively in the Common stock. Except for voting in the election of Directors, each shareholder of Common stock shall be entitled to one vote per share on all matters to be approved by shareholders or submitted to a shareholder vote. The election of the Corporation's Directors shall be determined by cumulative voting, pursuant to which each shareholder of Common stock shall have the right to cumulate his votes by either giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his votes, or by distributing such votes among any number of such candidates.

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Except for voting in the election of Directors, all matters required to be approved by shareholders, or submitted to a shareholder vote, shall be approved upon receiving the affirmative vote of the holders of more than 80% of the shares entitled to vote thereon. The election of Directors shall be determined by a plurality vote of the shareholders' cumulative vote thereon.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 14020 N. Miami Avenue, Miami, Florida 33168, and its registered agent at that address is Roger M. Gordon.

*Principle
address*

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have seven (7) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than five (5), or more than nineteen (19). The names and addresses of the initial Directors of this Corporation are:

NAME AND ADDRESS

Roger M. Gordon
14020 N. Miami Ave
Miami, FL 33169

G. Craig Young
27000 SW 157th Avenue
Homestead, FL 33031

George M. Apelian
2677 South Ocean Blvd., Unit 4C
Boca Raton, FL 33432

Marc A. Osheroff
16400 NW 2nd Avenue, Suite 203
Miami, FL 33169

Craig D. Savage, Esq.
801 NE 167th Street, Suite 302
North Miami Beach, FL 33162

William C. Webb III
1300 NW 167th Street, Suite #2
Miami, FL 33169

Glenn R. Miller, Esq.
67 NE 168th Street
North Miami Beach, FL 33162

ARTICLE VIII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended, or repealed by the Shareholders or the Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Roger M. Gordon, 14020 N. Miami Avenue, Miami, Florida 33168.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII- FORMATION OF HOLDING COMPANY

This Corporation, through its Executive Officers and Directors, shall be authorized and take all necessary action to create a one-bank Bank Holding Company to own and control this Corporation subsequent to it obtaining a State Banking Charter with the shareholders of this Corporation having an equivalent interest in the ownership of the proposed Bank Holding Company. Efforts to create the proposed Bank Holding Company, pursuant to appropriate Regulatory Approvals, shall commence as soon a practical, not later

then two (2) years, after the commencement of this Corporation
banking activities as a qualified state bank.

IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation this 21st day of May, 2003.


Roger M. Gordon - Incorporator

HUGUWU140010

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 21st DAY OF MAY, 2003.

ROGER M. GORDON

By Roger M. Gordon

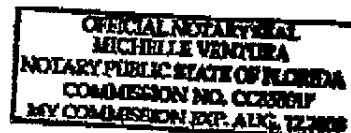
STATE OF FLORIDA)
COUNTY OF DADE) ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Roger M. Gordon known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Florida CBF Corporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of May, 2003.

Michelle Ventura
Notary Public, State of
Florida at Large

My Commission Expires:



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TALLAHASSEE, FLORIDA
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