

OFFICE OF FINANCIAL REGULATION

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CHARLES BRONSON COMMISSIONER OF AGRICULTURE

December 3, 2003

Mr. John T. Birch 3502 Country Club Boulevard Cape Coral, Florida 33904

Dear Mr. Birch:

Re: North American Bancard of Florida, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Linda B. Charity Deputy Director Financial Institutions

LBC:ker

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

Electronic Articles of Incorporation For

P03000148747 FILED November 18, 2003 Sec. Of State

NORTH AMERICAN BANCARD OF FLORIDA INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

NORTH AMERICAN BANCARD OF FLORIDA INC.

Article II

The principal place of business address:

3502 COUNTRY CLUB BLVD. CAPE CORAL, FL. US 33904

The mailing address of the corporation is:

3502 COUNTRY CLUB BLVD. CAPE CORAL, FL. US 33904

Article III

The purpose for which this corporation is organized is: ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is: 1000

Article V

The name and Florida street address of the registered agent is:

JOHN T BIRCH 3502 COUNTRY CLUB BLVD. CAPE CORAL, FL. 33904 I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOHN T. BIRCH

Article VI

The name and address of the incorporator is:

JOHN T. BIRCH 3502 COUNTRY CLUB BLVD. CAPE CORAL, FL. 33904

Incorporator Signature: JOHN T. BIRCH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P JOHN T BIRCH 3502 COUNTRY CLUB BLVD. CAPE CORAL, FL. 33904 US

Title: VP MARGARET A BIRCH 3502 COUNTRY CLUB BLVD. CAPE CORAL, FL. 33904 US