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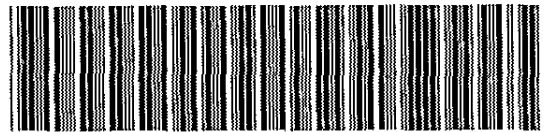
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: February 27, 2004

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: The Coral Gables Trust Company
Coral Gables, Miami-Dade County
(Proposed New Trust Company)

Please file the attached Articles of Incorporation for the above-referenced institution, using TODAY'S DATE as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- 2) One copy to: Mr. Bowman Brown
Shutts & Bowen, LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

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.

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ARTICLES OF INCORPORATION
OF
THE CORAL GABLES TRUST COMPANY

The undersigned, acting as a director 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 The Coral Gables Trust Company, and its initial place of business shall be located in the County of Miami-Dade at 255 Alhambra Circle, Coral Gables, Florida 33134

ARTICLE II

The general nature of business to be transacted by the corporation shall be that of a general trust banking business with all of the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes regulating the organization, powers and management of trust corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be six hundred thousand (600,000). Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$1,500,000 in paid-in common capital stock to be divided into 300,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,500,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

The term for which the corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institution Codes.

ARTICLE V

The number of directors of the corporation shall not be fewer than five (5). The names and street addresses of the first directors of the corporation are:

R. Kyle Bailey
3225 S. MacDill Avenue 3259
Tampa, Florida 33629

Janet L. Risi Field
6080 West Suburban Drive
Pinecrest, Florida 33156

Ron K. Bailey
937 Seddon Cove Way
Tampa, Florida 33602

Dean C. Klevan, Jr.
9505 S.W. 60 Avenue
Pinecrest, Florida 33156

David W. S. Chambers
3 Avondale Drive
Newton, Pennsylvania 18940

George D. Mekras
3920 N. Highway A1A, PH1
North Hutchinson Island, Florida 34949

Todd G. Cole
60 Edgewater Drive, Apt. 14E
Coral Gables, Florida 33133

Jeffrey A. Pflieger
3611 Granada Boulevard
Coral Gables, Florida 33134

James W. Davidson
6395 Mitchell Manor Circle
Pinecrest, Florida 33156

Willard L. Wheeler, Jr.
10800 Old Cutler Road
Coral Gables, Florida 33156

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 13 day of FEBRUARY, 2004

Dean C. Klevan, Jr.
DEAN C. KLEVAN, JR.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledge before me this 13 day of February, 2004, by DEAN C. KLEVAN, JR., who is personally known to me, and did not take an oath.

(Seal)  Carmen Howell
Commission # CC 940248
Expires May 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Carmen Howell
Notary Public -State of Florida at Large
My commission expires:

Approved by the Office of Financial Regulation of the State of Florida at Tallahassee, Florida, this 26TH day of February, 2004.

Linda B. Charity
LINDA B. CHARITY, Deputy Director