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TALLAHASSEE, FLORIDA  
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**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

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**DATE:** March 25, 2005

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

**FROM:** Bruce Ricca, Licensing and Chartering

**SUBJ:** Biscayne Bank  
Miami, Miami-Dade County  
(Proposed New Bank)

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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) Two copies to: Mr. Thomas D. Lumpkin, II  
515 Gables International Plaza  
2655 LeJeune Road  
Coral Gables, Florida 33134
- (3) One copy to: Mr. Russ Marshall  
(uncertified) Federal Deposit Insurance Corporation  
10 Tenth Street, N. E.  
Suite 800  
Atlanta, Georgia 30309-3906

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.

ARTICLES OF INCORPORATION OF

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BISCAYNE BANK

05 MAR 25 AM 9:46

The undersigned, acting as directors for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Biscayne Bank and its initial place of business shall be at 3121 Commodore Plaza, in the City of Miami, in the County of Dade, and State of Florida. These Articles shall be effective upon filing.

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 8,500,000 shares. 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 \$4,250,000.00 in paid-in common capital stock to be divided into no fewer than 850,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$3,833,000.00 and the amount of undivided profits, not less than \$0 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

#### ARTICLE IV

The term for which said 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 shall have the authority to increase the number of directors by no more than two at any time during the year following the annual meeting of shareholders. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
Sheldon B. Palley	1497 N.W. 7 <sup>th</sup> Street Miami, FL 33125
George M. Schweitzer	1497 N.W. 7 <sup>th</sup> Street Miami, FL 33125
Thomas D. Lumpkin, II	2655 Le Jeune Rd., 5 <sup>th</sup> Fl. Coral Gables, FL 33134
Robert E. Gutlohn	3121 Commodore Plaza, #303 Miami, FL 33133
Monte E. Kane	1101 Brickell Ave., #M-101 Miami, FL 33131
Jeffrey E. Levey	9155 S. Dadeland Blvd., #1006 Miami, FL 33156
Steven R. Simon	One S.E. Third Ave., #2110 Miami, FL 33131
Lorie Z. Yarchin	3121 Commodore Plaza Third Floor Miami, FL 33133

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 28th day of February, 2005.

  
Sheldon B. Halley

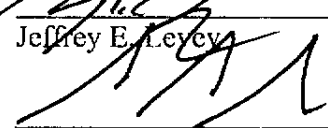
  
George M. Schwitzer

  
Thomas D. Lumpkin, II

  
Robert E. Gutlohn

  
Monte E. Kane

  
Jeffrey E. Levey

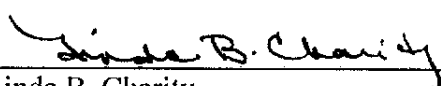
  
Steven R. Simon

  
Lorie Z. Yarchin

Approved by the Office of Financial Regulation this 24<sup>th</sup> day of

MARCH, 2005.

Tallahassee, Florida

  
Linda B. Charity

Director, Division of Financial Institutions  
Office of Financial Regulation