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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: May 19, 2005

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Paradise Bank
Boca Raton, Palm Beach County
(Proposed New Bank)

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. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Mr. Tim Flono
(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.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PARADISE BANK

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be PARADISE BANK and its initial place of business shall be at 2420 North Federal Highway, in the City of Boca Raton, in the County of Palm Beach and the State of Florida.

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, Chapters 655, *et seq.*, Florida Statutes, and any successor statutes, 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 5,000,000. 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 \$10,000,000 in paid-in common capital stock to be divided into 2,000,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$9,000,000.

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). The names and street addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
William Berger	4457 Woodfield Blvd, Boca Raton, FL 33434
William Burke	15640 Huntridge Road, Davie FL 33331
James A. Comparato	400 S. Ocean Blvd., #1, Boca Raton, FL 33432
David B. Dickenson	1240 Cocoanut Road, Boca Raton, FL 33432
David W. Englert	9344 Water Course Way, Boynton Beach, FL 33437
Dennis W. Gavin	1328 S.W. 12 th Street, Boca Raton, FL 33486-5331
Howard S. Goldsmith	6019 Le Lac Road, Boca Raton, FL 33496
Thomas L. Gray, Jr.	2800 N. Ocean Dr., Bldg. A, Unit 24-C, Singer Island, FL 33404
William Greenfield	2230 NW 23rd Way, Boca Raton, FL 33431
Douglas P. Hooker	5200 Isleworth Country Club Dr., Windermere, FL 34786
Ward Kellogg	2235 S.W. 11 th Place, Boca Raton, FL 33486
Patrick C. Mathes	1702 Waterwitch Drive, Orlando, FL 32796
Tom McMurrain	11950 N. Lake Dr., Boynton Beach, FL 33436
Michael Rodney Metz	3198 Edgewater Dr., Gainesville, GA 30501
Richard P. Rosa	3 Hickory Trail, Andover, NJ 07821
Lisa R. Wheeler	2020 N.W. 25 th Street, Boca Raton, FL 33431
Mark A. Wolters	1801 N. Flagler Dr., Apt. 133, West Palm Beach, FL 33407

A majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is William Burke, 15640 Huntridge Road, Davie FL 33331.

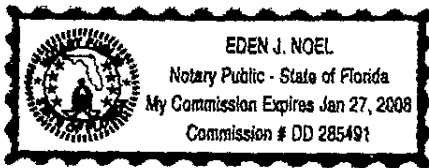
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true and hereby subscribes thereunto and hereunto sets his hand and seal this 6th day of May, 2005.

William Burke
William Burke

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6th day of May, 2005, by William Burke.

(SEAL)




Eden J. Noel
Notary Public - State of Florida at Large
EDEN J. NOEL
Printed Name
My Commission Expires: 01/27/08

Personally Known or Produced Identification
Type of identification produced FL DL

APPROVAL

Approved by the Office of Financial Regulation this 19TH day of MAY,
2005.

Tallahassee, Florida


Name: LINDA B. CHARITY
Title: DIRECTOR OF FINANCIAL INSTITUTIONS