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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

bancorp financial services, inc.

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**ARTICLES OF INCORPORATION
OF
BANCORP FINANCIAL SERVICES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Bancorp Financial Services, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 4000 Sapphire Cove, Weston, FL 33331.

**ARTICLE III
SHARES**

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at a par value of \$.01 per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is Jaime A. Higuera, 4000 Sapphire Cove, Weston, FL 33331.

PREPARED BY:
Jaime A. Higuera
4000 Sapphire Cove
Weston, FL 33331

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TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Jaime A. Higuera, 4000 Sapphire Cove, Weston, FL 33331.

ARTICLE VI PURPOSE

This corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII DIRECTORS

This corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of this corporation, but shall never be less than one. The name and street address of the initial director of this corporation are as follows:

Jaime A. Higuera, 4000 Sapphire Cove, Weston, FL 33331

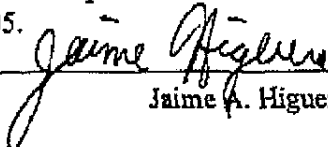
ARTICLE VIII AFFILIATED TRANSACTIONS ELECTION

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX CONTROL SHARE ACQUISITION ELECTION

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of August, 2005.


Jaime A. Higuera

405000191641

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 6.07.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Bancorp Financial Services, Inc.

2. The name and address of the registered agent and office is:

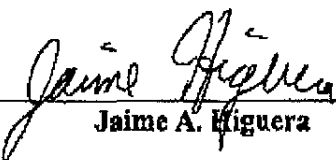
Jaime A. Higuera, 4000 Sapphire Cove, Weston, FL 33331

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*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby
accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.*


Jaime A. Higuera

August 10, 2005

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