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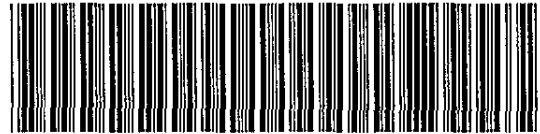
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: August 24, 2005

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Florida Bank of Commerce
Orlando, Orange 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: Ms. Charmion Haley
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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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
FLORIDA BANK OF COMMERCE

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 Florida Bank of Commerce and its initial place of business shall be at 105 East Robinson Street, Orlando, Orange County, Florida 32801.

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 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 \$6,500,000 in paid-in common capital stock to be divided into 1,300,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$6,000,000.

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 first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
R. Van Bogan	2456 Via Sienna, Winter Park, FL 32789
Randolph D. Davis	1516 East Colonial Drive, Suite 303, Orlando, FL 32803
C. T. Hsu	820 Irma Avenue, Orlando, FL 32803
Eugene M. Pascarella	1887 Wingfield Drive, Longwood, FL 32779
Craig E. Polejes	2110 Forrest Road, Winter Park, FL 32789

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John C. Reich 2701 Michigan Avenue, Suite J, Kissimmee, FL 34744
Joan H. Schirm 1230 East Hillcrest Street, Orlando, FL 32803
Ernest L. Wilding 661 East Altamonte Drive, Suite 228, Altamonte Springs, FL 32701
Wayne C. Wolfson 1021 West Colonial Drive, Orlando, FL 32804

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 of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is R. Van Bogan, 2456 Via Sienna, Winter Park, FL 32789.

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 thereto and hereunto sets his hand and seal this 3rd day of August, 2005.

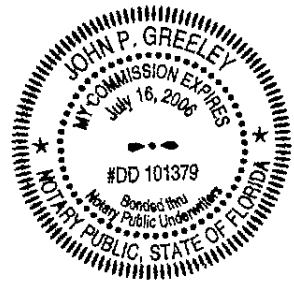
R Van Bogan
R. Van Bogan

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3rd day of August, 2005, by R. Van Bogan.

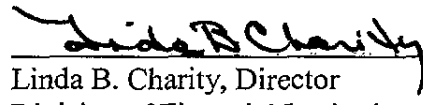
[Signature]
Printed Name: Jake A. Greeley
Notary Public - State of Florida at Large

Personally known or Produced Identification
Type of Identification Produced _____



APPROVAL

Approved by the Florida Office of Financial Regulation this 22ND day of August, 2005, Tallahassee, Florida.



Linda B. Charity, Director
Division of Financial Institutions

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