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SECRETARY OF STATE TALL AHASSEE, FLORISA

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OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES COMMISSION

JEB BUSH GOVERNOR

TOM GALLAGHER CHIEF FINANCIAL OFFICER

> CHARLIE CRIST ATTORNEY GENERAL

CHARLES BRONSON COMMISSIONER OF AGRICULTURE

January 26, 2006

Mr. John Masri 222 Łakeview Avenue Suite 160-250 West Palm Beach, Florida 33401

Dear Mr. Masri:

DON B. SAXON

COMMISSIONER

Re: Bankers Capital, Inc. d/b/a Bankers Capital Mortgage

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name. It is the opinion of this Office that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company.

The Office does not object to your use of the above-referenced name being registered as a fictitious corporation in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity

Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, Secretary of State's Office

William T. Sims, Division of Finance Regulation

SJAN 31 PM 12

TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

SUBJECT	Incorporating in the state of Florida		
Enclosed i	s an original and one (1) copy of the Certificate of Domestication and a check for:		
FEES:	·		
Certificate of Domestication \$50.00 Articles of Incorporation and Certified Copy \$78.75 Total to domesticate and file \$128.75			
<u>OPTION</u>	<u></u>		
Ce	rtificate of Status \$ 8.75		
FR	OM: John Masri		
7-	Name (printed or typed)		
222 Lakeview Avenue - Suite 160-250			
Address			
	West Palm Beach, FL 33401		
City, State & Zip			
	561-827-3338		
	Daytime Telephone Number		

CERTIFICATE OF DOMESTICATION

The undersigned, John Masri	President/Secretary	
(Name)	(Title)	
of Bankers Capital Inc.	a foreign corporation,	
(Corporation Name) in accordance with s. 607.1801, Florida Statutes, does	hereby certify:	
1. The date on which corporation was first formed wa	s	
The jurisdiction where the above named corporatio came into being was California	n was first formed, incorporated, or otherwise	
3. The name of the corporation immediately prior to the was Bankers Capital Inc.	he filing of this Certificate of Domestication	
4. The name of the corporation, as set forth in its artic	eles of incorporation, to be filed pursuant to	
s. 607.0202 and 607.0401 with this certificate is Ba	ankers Capital Inc.	
5. The jurisdiction that constituted the seat, siege soci administration of the corporation, or any other equi immediately before the filing of the Certificate of E 222 Lakeview Avenue, Suite 160-250, West P	ivalent jurisdiction under applicable law, Domestication was Palm Beach, FL 33401	
 Attached are Florida articles of incorporation to cor to s. 607.1801. 	mplete the domestication requirements pursuant PM 2: 0	
I am President/Secretary , of Bankers Capital Inc.	FI.OP	
and am authorized to sign this Certificate of Domestica	ation on behalf of the corporation and have done	
so this the 06 day of January	2006	
1-1	•	
(Authorized Si	gnature)	
*	-	

11 -WE 4"

Filing Fee:

Certificate of Domestication \$50.00
Articles of Incorporation and Certified Copy
Total to domesticate and file \$128.75

06 JAN 31 PM 12:

ARTICLES OF INCORPORATION

IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

Bankers Capital Inc.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

222 Lakeview Avenue Suite 160-250 West Palm Beach, FL 33401

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED: Mortgage Company

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS:

10,000

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

John Masri

President/Secretary

222 Lakeview Avenue - Suite 160-250

West Palm Beach, FL 33401

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

John Masri

222 Lakeview Avenue - Suite 160-250

West Palm Beach, FL 33401

ARTICLE VII INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

John Masri

222 Lakeview Avenue - Suite 160-250

West Palm Beach, FL 33401

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 AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Signature/Registered Agent

Signature /Incorporator

1/6 06 Date

Data

Date

SCURTTARY OF STATE