

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

## U.S. CENTURY BANCORP

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March 21, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: U.S. CENTURY BANCORP, INC.  
REF: W06000013554

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Doris Brown  
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**OFFICE OF FINANCIAL REGULATION**

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ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

March 17, 2006

Carl A. Fornaris, Esquire  
Greenberg Traurig, P.A.  
1221 Brickell Avenue  
Miami, Florida 33131

Re: U.S. Century Bancorp, Inc.

Dear Mr. Fornaris:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company for U.S. Century Bank, a state-chartered bank located in Miami, Florida.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity  
Director

LBC:ker

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

\*\*\*  
DIVISION OF FINANCIAL INSTITUTIONS  
200 EAST GADSDEN STREET, TALLAHASSEE, FLORIDA 32399-0371  
(850) 410-9111 • FAX (850) 410-9548

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**ARTICLES OF INCORPORATION  
OF**

**U.S. CENTURY BANCORP, INC.**

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 U.S. Century Bancorp, Inc., and its initial place of business shall be at 7575 West Flagler Street, Miami, Florida 33144, in the County of Miami-Dade and State of Florida.

**ARTICLE II**

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be 50,000,000. Such shares shall be of a single class and shall have a par value of \$8.00 per share.

**ARTICLE IV**

The term for which this corporation shall exist shall be perpetual.

**ARTICLE V**

The number of directors shall not be fewer than five (5).

**ARTICLE VI**

This corporation shall indemnify any director or any former director of this corporation, to the fullest extent permitted by law and as provided in the Bylaws. The corporation shall indemnify any officers or any former officers of this corporation, as and to the extent as more particularly provided in the Bylaws. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE VII**

This corporation reserves to its stockholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon this corporation may be modified or cancelled by a vote of the holders of a majority of the Corporation's stock entitled to vote thereon to amend or repeal these Articles of Incorporation.

**ARTICLE VIII**

The power to alter, amend or repeal the Bylaws of this corporation shall be vested in each of the Board of Directors and the stockholders of this corporation.

**ARTICLE IX**

The street address of the Corporation's initial registered office is, 1290 S. Pine Island Drive, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

**ARTICLE X**

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of March, 2006.

  
Debra Palmisano

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of U.S. Century Bancorp, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0305.

CT CORPORATION SYSTEM

By: 

Name: CONNIE BRYAN

Title: SPECIAL ASSISTANT SECRETARY

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