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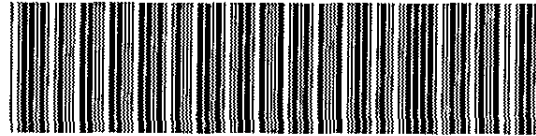
(Business Entity Name)

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: October 10, 2006

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: USAmeriBank
Largo, Pinellas County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the DATE OF FILING, 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. Brad McMurtrey
USAmeriBank
800 East Bay Drive
Suite I
Largo, Florida 33770
- (3) One copy to: Ms. Edye Fulcher
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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TALLAHASSEE, FLORIDA

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.

ARTICLES OF INCORPORATION OF

USAmeriBank

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The undersigned, acting as director(s) for the purpose of forming a financial institution STATE
TALLAHASSEE, FLORIDA
corporation in accordance with the Laws of the State of Florida, adopt(s) the following Articles
of Incorporation.

ARTICLE I

The name of the corporation shall be USAmeriBank and its initial place of business shall be at 800 East Bay Drive, Suite I & J, Largo, FL 33740, in the City of Largo, in the County of Pinellas and State of Florida. These Articles shall be effective upon filing.

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 2,000,000. 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 \$6,000,000 in paid-in common capital stock to be divided into 1,200,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$5,696,500 all of which (capital stock and surplus) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

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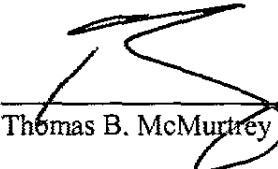
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TALLAHASSEE, FLORIDA

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

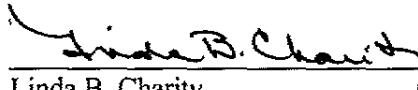
NAME	STREET ADDRESS
James T. Ayers	1926 Cove Lane Clearwater, FL 33764
George P. Bauer	128 Dunning Road New Canaan, CT 06840
Michael Benstock	12383 Windtree Blvd. Seminole, FL 33772
John P. Connelly	1 Harborside Circle Belleair, FL 33756
Robert C. George	9699 125th Street North Seminole, FL 33772
Mark S. Klein	2736 Burning Tree Lane Clearwater, FL 33761
Thomas B. McMurtrey III	300 N. Lincoln Avenue Clearwater, FL 33755
Harrison I. Steans	1900 Meadow Lane Bannockburn, IL 60015
Jennifer W. Steans	2324 Lincolnwood Evanston, IL 60201

In witness of the foregoing, the undersigned has executed these Articles of Incorporation
this 4TH day of October, 2006.



Thomas B. McMurtrey
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Approved by the Office of Financial Regulation of the State of Florida at Tallahassee,
Florida, this 9TH day of OCTOBER, 2006.



Linda B. Charity
Director
Division of Financial Institutions