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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: November 1, 2006

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Florida Coast Bank
North Miami Beach, Miami-Dade 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) Four copies to: Mr. A. George Igler
Igler & Dougherty, P. A.
2457 Care Drive
Tallahassee, Florida 32308
- (3) One copy to: Mr. Russ Marshall
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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
FLORIDA COAST BANK**

The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

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ARTICLE I

The name of the corporation shall be Florida Coast Bank ("Bank"). Its initial place of business and mailing address shall be 801 N.E. 167th Street, North Miami Beach, Florida 33162.

ARTICLE II

The general nature of the business to be transacted by the Bank 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, which regulate the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the Bank shall be 5,000,000. Such shares shall be a single class and shall have a par value of \$5.00 per share. The Bank shall begin business with at least \$5,000,000 in paid-in common capital stock to be divided into 1,000,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$4,500,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

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

ARTICLE V

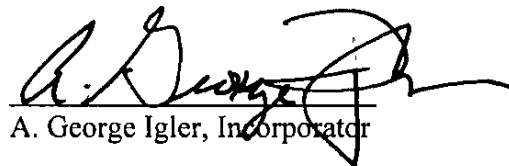
The number of directors shall not be fewer than five. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

The names and addresses of the first directors of the Bank are:

<u>Name</u>	<u>Address</u>
George M. Apelian	Boca Raton, Florida
Douglas E. Cutchens	Sea Ranch Lakes, Florida
Philip J. Feldman	Boca Raton, Florida

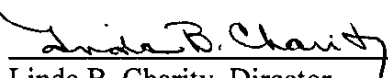
Jarret L. Gross	North Miami Beach, Florida
Marc A. Osheroff	Southwest Ranches, Florida
Scott F. Rosenberg	Miami, Florida
Joseph B. Testa	Pompano Beach, Florida
Rose A. Walker-Williams	Southwest Ranches, Florida
Jay A. White	North Miami, Florida

In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 28th day of August, 2006.


A. George Igler, Incorporator

Articles of Incorporation of Florida Coast Bank approved by the Office of Financial Regulation this 30th day of October, 2006.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
George M. Apelian	2677 S. Ocean Blvd., Unit 4C, Boca Raton, Florida 33432
Douglas E. Cutchens	5 Tahoe Lane, Sea Ranch Lakes, Florida 33308
Philip J. Feldman	432 E. Coconut Palm Road, Boca Raton, Florida 33432
Jarret L. Gross	3447 NE 168 th Street, North Miami Beach, Florida 33160
Marc A. Osheroff	13600 Stirling Road, Southwest Ranches, Florida 33330
Scott F. Rosenberg	1020 NE 202 nd Terrace, Miami, Florida 33179
Joseph B. Testa	961 SE 4 th Avenue, Pompano Beach, Florida 33060
Rose A. Walker-Williams	6011 SW 136 th Avenue, Southwest Ranches, Florida 33330
Jay A. White	13100 Arch Creek Terrace, North Miami, Florida 33181