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Division of Corporations

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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION.

CENTURY BANCSHARES OF FLORIDA, INC.

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

November 3, 2006

Robert N. Flowers, Esquire
Jenkins & Gilchrist
1445 Ross Avenue, Suite 3700
Dallas, Texas 75202

Re: Century Bancshares of Florida, Inc.

Dear Mr. Flowers:

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

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

DIVISION OF FINANCIAL INSTITUTIONS
200 EAST STAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

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TALLAHASSEE, FLORIDA

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FAX NO. :8502160460

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TO THE FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

The undersigned hereby consents to the use of the following corporate name:

CENTURY BANCSHARES OF FLORIDA, INC.

Dated: November 02, 2006

CENTURY BANK OF FLORIDA, TAMPA, FLORIDA
a Florida state bank

By:



Jose Vivero

(Printed Name)

Chairman, President & CEO

(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CENTURY BANCSHARES OF FLORIDA, INC.**

I, the undersigned, a natural person of the age of eighteen years or more acting as the incorporator of a corporation (hereinafter called the "Corporation") under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is **Century Bancshares of Florida, Inc.**

ARTICLE TWO

The street address of its principal office is **716 West Fletcher Avenue, Tampa, Florida 33612.**

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE

The aggregate number of shares which the Corporation shall have authority to issue is **Ten Million (10,000,000) shares of common stock, par value \$5.00 per share.**

ARTICLE SIX

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and

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for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE SEVEN

Cumulative voting for the election of directors is expressly denied and prohibited.

ARTICLE EIGHT

The street address of the initial registered office of the Corporation is 716 West Fletcher Avenue, Tampa, Florida 33612, and the name of its initial registered agent at such address is Jose Vivero.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE NINE

The number of directors constituting the initial Board of Directors is six (6) and the name and address of each person who is to serve as director until the first annual meeting of shareholders and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation, or removal as director, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glenda G. Clare	716 West Fletcher Avenue Tampa, Florida 33612
Theodore J. Couch, Sr.	716 West Fletcher Avenue Tampa, Florida 33612
W. Hunter Eubanks, M.D.	716 West Fletcher Avenue Tampa, Florida 33612
Laurence W. Hall, Jr.	716 West Fletcher Avenue Tampa, Florida 33612
Jose E. Valiente	716 West Fletcher Avenue Tampa, Florida 33612
Jose Vivero	716 West Fletcher Avenue Tampa, Florida 33612

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ARTICLE TEN


The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE ELEVEN

The name and address of the incorporator are as follows:

NAME**ADDRESS****Robert N. Flowers****Jenkins & Gilchrist, a Professional Corporation
1445 Ross Avenue, Suite 3700
Dallas, Texas 75202**

EXECUTED this 6th day of November 2006.


Robert N. Flowers

I, the undersigned incorporator of Century Bancshares of Florida, Inc., a corporation to be filed with the Florida Secretary of State, do hereby disclaim any and all interests in said corporation.


Robert N. Flowers

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Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:


Jose Vivero, Registered Agent

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TALLAHASSEE, FLORIDA

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