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Division of Corporations

Page 1 of 1

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Account Name : JAN MARK LIMITED
Account Number : 120000000112
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Fax Number : (305)789-7799

FLORIDA PROFIT/NON PROFIT CORPORATION

UCB BANKSHARES, INC.

Certificate of Status	0
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12/07/2006 10:08 PAGE 001/001

TO 22275#888050#000 P.02
Florida Dept of State



December 8, 2006

JAM MARK LIMITED

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: UCB BANKSHARES, INC.
REF: W06000053082

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.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANKSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H06000290257
Letter Number: 306A00070279

Attached is the approval letter from the Office of Financial Regulation dated December 15, 2006.

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



OFFICE OF FINANCIAL REGULATION

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COMMISSIONER OF
AGRICULTURE

December 15, 2006

Patricia M. Hernandez, Esquire
Holland & Knight LLP
P. O. Box 015441
Miami, Florida 33101-5441

Re: UCB Bankshares, Inc.

Dear Ms. Hernandez:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed one bank holding company for Union Credit Bank, which is 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" 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 GAINES STREET, TALLAHASSEE, FLORIDA 32399-0271
(850) 410-9800 • FAX (850) 410-9542

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UCB BANKSHARES, INC.

The undersigned, acting as incorporator of UCB BANKSHARES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is UCB BANKSHARES, INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal address of the Corporation is:

1150 South Miami Avenue
Miami, FL 33130

The mailing address of the Corporation is:

701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$0.01 par value per share.

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ARTICLE VI. DIRECTORS

The name and address of the initial Director of the Corporation is:

Miguel Rishmague
1150 South Miami Avenue
Miami, FL 33130

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Alcides I. Avila
701 Brickell Avenue, Suite 3000
Miami, Florida 33131


ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 6th day of December, 2006.


Alcides I. Avila,
Sole Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That UCB BANKSHARES, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 6th day of December, 2006.

INTRASTATE REGISTERED AGENT CORPORATION

By: 

Alcides A. Avila, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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