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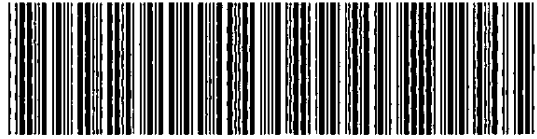
(Business Entity Name)

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^ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

www.sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968)
W.A. SHEPPARD (1898-1971)

January 11, 2010

Via Overnight Mail

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: MB FINANCIAL, INC.

Dear Ladies and Gentlemen:

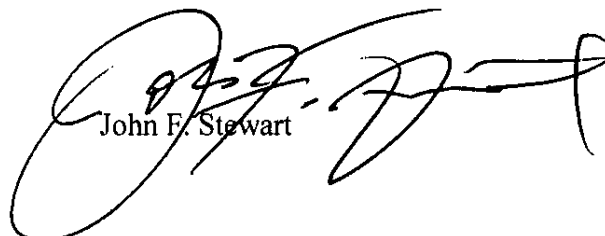
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	<u>\$ 78.75</u>

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards.

Sincerely yours,


John F. Stewart

JFS: yp
Enclosures
A-6112

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ARTICLES OF INCORPORATION

OF

MB FINANCIAL, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of MB Financial, Inc. hereby sets forth and declares:

ARTICLE I

The name of the Corporation shall be MB Financial, Inc. located at 3640 Pine Ridge Road, Naples, Florida, 34109-3851, County of Collier, State of Florida.

ARTICLE II

The name and street address of the person signing these Articles of Incorporation is:

NAME

John C. Marazzi

ADDRESS

3640 Pine Ridge Road, Naples,
Florida, 34109-3851

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The amount of the capital stock of this Corporation shall be one thousand (1,000) shares of stock which shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE V

The Corporation shall commence business upon the filing of these Articles with the Secretary of State of the state of Florida.

ARTICLE VI

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VII

The principal place for the transaction of its business shall be 3640 Pine Ridge Road, Naples, Florida, 34109-3851, in the County of Collier, State of Florida. The Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

ARTICLE VIII

The Corporation shall have a Board of Directors of not less than two and may be increased to not more than five Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE IX

The officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Secretary and Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE X

The names and post office addresses of such subscribers to the shares in the corporation, with the amount of shares subscribed for and agreed to be taken by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
John C. Marazzi	51	3640 Pine Ridge Road, Naples, Florida, 34109-3851
Terry R. Taylor	49	515 N. Flagler Drive Suite P400 West Palm Beach, Florida 33401


ARTICLE XI

The amount of indebtedness or liability to which the Corporation at any time may be subject to shall be unlimited.

ARTICLE XII

The street address of the initial registered office of this Corporation is 3640 Pine Ridge Road, Naples, Florida, 34109-3851, and the name of the initial registered agent of this Corporation at that address is: John C. Marazzi. **BY EXECUTING THESE ARTICLES, THE INITIAL REGISTERED AGENT ACKNOWLEDGES THAT HE IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THIS CORPORATION.**

IN WITNESS WHEREOF, the undersigned, being the incorporator and registered agent for the purpose of forming a corporation under the laws of the State of Florida, does make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, certifying that the facts therein stated are true, and hereby sets his hand and seal this 11 day of January, 2010.



John C. Marazzi
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF

THE FOREGOING INSTRUMENT was acknowledged before me this 11 day of January, 2010, by John C. Marazzi, (✓) who is personally known to me or () who produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Linda L. Shafer
Commission # DD603084
Expires: NOV 24, 2010
BONDED THRU ATLANTIC BONDING CO., INC.
Comm. Number:



Notary Public

Printed Names of Notary: Linda L. SHAFER

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