

LAW OFFICES
CHEEZEM MONTELLO & KENNEY, P.A.

701 BRIGGELL AVENUE
SUITE 1200
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-6703

RECEIVED
TALLAHASSEE, FLORIDA
NOV 29 PM 6:59

November 29, 1994

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
TALLAHASSEE, FLORIDA
NOV 29 PM 6:59

Re: Evergreen Financial Bankers, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

Please file and return one set in the also enclosed self-addressed stamped envelope.

Thank you for your cooperation on this matter and if you have any questions, please call.

Sincerely,

CHEEZEM MONTELLO & KENNEY, P.A.

By: Heidi Daubar
Heidi Daubar
Legal Assistant

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Enclosures

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

HEIDI DAUBAR
701 BRICKELL AVE.
SUITE 1200
MIAMI, FL 33131

SUBJECT: EVERGREEN FINANCIAL BANKERS, INC.
Ref. Number: W94000025702

We have received your document for EVERGREEN FINANCIAL BANKERS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 994A00051552

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701 BRICKELL AVENUE
SUITE 1200
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FAX (305) 371-6703

March 29, 1995

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Evergreen Financial Bankers, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with your letter, dated December 1, 1994, and a copy of the letter, dated March 6, 1995, from the Office of Comptroller, Florida Department of Banking and Finance. You previously received our check in the amount of \$70.00.

Please file and return one set in the self-addressed Federal Express envelope enclosed for your convenience. If you have any questions, please call.

Sincerely,



Louis R. Montello

Enclosures



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 6, 1995

Louis R. Montello, Esquire
Cheezem, Montello & Kenney, P.A.
701 Brickell Avenue
Suite 1200
Miami, Florida 33131

Re: "Evergreen Financial Bankers, Inc."

Dear Mr. Montello:

On January 26, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on February 10, 1995, for 21 days until March 3, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

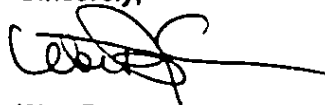
(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Louis R. Montello, Esq.
March 6, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "Evergreen Financial Bankers, Inc.".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
EVERGREEN FINANCIAL BANKERS, INC.

FILED
95 APR -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is EVERGREEN FINANCIAL BANKERS, INC. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 701 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131, City of Miami, County of Dade, and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE VI

Incorporator

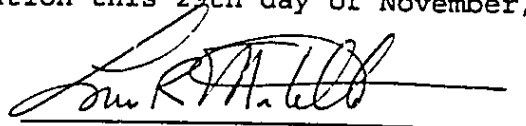
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE VII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

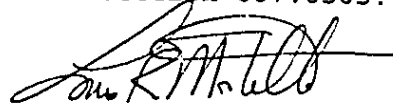
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of November, 1994.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of EVERGREEN FINANCIAL BANKERS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

November 29, 1994.

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