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LEWIS, VEGOSEN & ROSENBAACH, P.A.

ATTORNEYS AT LAW
500 S. AUSTRALIAN AVE. 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH
JOHN R. SHEPPARD, JR.
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK

July 7, 1995

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK
FREDERICK J. KETTEL, III

TELEPHONE (407) 659-3300
FAX: (407) 832-1991

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-07/10/95--01050--016
***122.50 ***122.50

EFFECTIVE DATE
7-7-95

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: U. S. EXPRESS BANKING & BUSINESS CENTERS, INC.

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen and Rosenbach, P.A. check number 010705 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Elaine E. Mathis

Elaine E. Mathis, secretary to
Gary Walk

enclosures

cc: Keith Duffy

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95 JUL 10 PM 4:26
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

July 14, 1995

Sandra B. Mortham
Secretary of State

LEWIS, VEGOSEN & ROSENBAACH, P.A.
ATTN: ELAINE E. MATHIS
500 S. AUSTRALIAN AVENUE - 10TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: U.S. EXPRESS BANKING & BUSINESS CENTERS, INC.
Ref. Number: W95000014206

We have received your document for U.S. EXPRESS BANKING & BUSINESS CENTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 095A00033898

LEWIS, VEGOSEN & ROSENBAACH, P.A.

ATTORNEYS AT LAW
500 S. AUSTRALIAN AVE. 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

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DEAN J. ROSENBAACH
JOHN R. SHEPPARD, JR.
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK

August 31, 1995

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK
FREDERICK J. KEITEL, III

TELEPHONE (407) 659-3300
FAX: (407) 832-1991

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Dana Farmer

RE: U.S. EXPRESS BANKING & BUSINESS CENTERS, INC.

Dear Dana:

Enclosed herewith for refiling please find an original and a copy of the Articles of Incorporation of U. S. Express Banking & Business Centers, Inc., a copy of your letter of July 14, 1995 notifying us of the need for approval of the use of the term "banking", and a letter dated a letter dated August 30, 1995 from Wm. Douglas Johnson of the Division of Banking approving the use of the corporate name, U.S. Express Banking & Business Centers, Inc.

Please file the Articles of Incorporation, have the copy date stamped and return same to me.

Please call me if you have any questions concerning this matter.

Very truly yours,


Gary Walk

GW/eem
Enclosures
cc: Mr. Keith F. Duffy
(w/o enclosures)



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0550

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 30, 1995

Gary Walk, Esq.
Lewis, Vegosen & Rosenbach, P.A.
500 S. Australian Avenue
10th Floor
West Palm Beach, Florida 33401

Re: "U.S. Express Banking & Business Centers, Inc."

Dear Mr. Walk:

On July 25, 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 July 21, 1995, for 21 days until August 25, 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.

Gary Walk, Esq.
Lewis, Vegosen & Rosenbach, P.A.
August 30, 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, "U.S. Express Banking & Business Centers, 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

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95 JUL 10 PM 12:26
TALLAHASSEE, FL
FBI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U. S. EXPRESS BANKING & BUSINESS CENTERS, INC.**

ARTICLE I - NAME

EFFECTIVE DATE

7-7-95

The name of this corporation is U. S. EXPRESS BANKING & BUSINESS CENTERS, INC.

ARTICLE II - PRINCIPAL ADDRESS

4400 PGA Boulevard
Suite 200
Palm Beach Gardens, FL 33410

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 30,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is GARY WALK, ESQ., 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in

the bylaws. The names and addresses of the initial directors of the corporation are:

Keith F. Duffy
4400 PGA Blvd., Suite 200,
Palm Beach Gardens, FL 33410

James M. Worosz
4400 PGA Blvd., Suite 200,
Palm Beach Gardens, FL 33410

C. W. Gerlach
4400 PGA Blvd., Suite 200,
Palm Beach Gardens, FL 33410

John D. Nicewonger
4400 PGA Blvd., Suite 200,
Palm Beach Gardens, FL 33410

Howard E. Zimmerman
4400 PGA Blvd., Suite 200,
Palm Beach Gardens, FL 33410

ARTICLE VIII - INCORPORATOR

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

Gary Walk, Esq.
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of ^{July}~~April~~, 1995.

Gary Walk
Gary Walk, Esq., Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned notary public authorized to take acknowledgments in the state and county set forth above, GARY WALK, ESQ., ~~known to me and who produced~~ _____ as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 7th day of ^{July}~~April~~, 1995.

Sharon L. Wood
SHARON L. WOOD
Notary Public
Commission No. CC 388368

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT U. S. EXPRESS BANKING & BUSINESS CENTERS, INC. DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH,
STATE OF FLORIDA, HAS NAMED GARY WALK, ESQ. LOCATED AT 500 S.
AUSTRALIAN AVENUE, CITY OF WEST PALM BEACH, FLORIDA, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

GARY WALK, ESQ.

TITLE: _____

Incorporator

DATE: ~~July~~ ~~April~~ 7, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Registered Agent

DATE: ~~July~~ ~~April~~ 7, 1995

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CLERK OF STATE
TALLAHASSEE, FLORIDA