TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
Tallahamee, Florida 32302

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1.	Chase Food	0116	BANK ITATORIA	خو:۵۵۲		
1. Chase Foctoral BANK Jeterin (Gorporation Name)			/ (Documer	nt #)		
2. (Corporation Numb)				(Documer	11 # }	110
3.	100	v A) :				
(Corporation Name)			(Document #)			
	XX Walk in XX P	tion Na	1'00	(Documer	ertified Copy	
	Mail out	Will w	nit Photocopy	Zc.	ertificate of Status	6
	NEW-FILINGS		AMENDMENTS			RECEIVED 96 Jan - 3 amii: 2 Ivision of Corporat
Pr	ofit		Amendment			돌돌 없
-(-7- M	onProfit		Resignation of R.A., Office	cer/Director]	유 - 3
Lir	mited Liability		Change of Registered Ag	ent		RE NO
Do	omestication		Dissolution/Withdrawal			IVED AMII: 23 Orporatio
Ot	ther		Merger			RECEIVED - 96 JAH-3 AMII: 23 DIVISION OF CORPORATION
	OTHER FILINGS		REGISTRATION/ QUALIFICATION	149,5	344	-
Fictitious Name			Foreign	107	344	
Name Reservation			Limited Partnership	M96-		
LI'''			Reinstatement	'	g, erow	N JAN - 9 1996
			Trademark		Examiner	
CD1)E021/10/02\	1	Other	ĺ	Examiner	a midal2



January 5, 1996

TODD A. STERZOY HOLLAND AND KINGHT 315 S. CALHOUN ST., SUITE 600 TALLAHASSEE, FL 32302

SUBJECT: CHASE FEDERAL BANK INTERIM CORPORATION Ref. Number: W9600000344

We have received your document for CHASE FEDERAL BANK INTERIM CORPORATION 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) 487-6972.

Doris Brown Document Specialist

Letter Number: 496A00000600

TODD A. STERZOY
Holland and Knight:

(Requestor's Name)
315 South Calhoun Street Suite 600

Tailahange, Florida 32302

(City, Biate, Zip) (Phone #)

CORPORATION NAM	E(s) & DOCUMENT NUM	ABER(S) (if knawn):		
1. Charl Fed	leigh Bank In	terin Corporation		
2.	an Nume,	(Dodument #)		
(Corporatio	n Namu)	(Document #)		
3.				
4.	n Name)	(Document #)		
		(Document #)		
Walk in KX Pic	k up time 4.30	Certified Copy		
Mail out W	ill wait Photocopy	Certificate of Status		
NEW FILINGS	AMENDMENTS			
Profit	Amendment .			
NonProfit	Resignation of R.A., Officer/Director			
Limited Liability	Change of Registered Age	nt		
Domestication	Dissolution/Withdrawal			
Other	Merger			
OTHER FILINGS	REGISTRATION/			

Examiner's Initials

QUALIFICATION T

Limited Partnership

Reinstatement Trademark

Foreign

Other

CR2E031(10/92)

Annual Report

Fictitious Name

Name Reservation



OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE STATE OF FLORIDA TALLAHASSER 12 199-0150

January 9, 1996

Ms. Rosa Maria Ancheta Legal Assistant Holland & Knight 701 Brickell Avenue Miami, FL 33131

Dear Ms. Ancheta:

Re: "Chase Federal Bank Interim Corporation"

Reference is made to your letter/fax dated January 8, 1996, requesting approval of the above-referenced Fiorida corporate name which will be a subsidiary company of Chase Federal Bank, Miami.

As Section 655.922(2)(a), Fiorida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to do business in the State of Florids.

Sincerely,

Wm. Douglas Johnson Assistant Director

Division of Banking Suite 1401, The Capitol

Tallahassee, FL 32399-0350

(904) 488-1111

:kr

cc: Karon Beyer, Chief

Bureau of Corporate Records Secretary of State's Office

ARTICLES OF INCORPORATION

OF

TELENTINGSEE TONING CHASE FEDERAL BANK INTERIM CORPORATION

The undersigned, acting as incorporator of CHASE FEDERAL BANK INTERIM CORPORATION under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is CHASE FEDERAL BANK INTERIM CORPORATION.

ARTICLE II. ADDRESS

The mailing address of the corporation is 7300 North Kendall Drive, Miami, Florida 33156.

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 100 shares of common stock having no par value.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7300 North Kendall Drive, Miami, Florida 33156 and the name of the corporation's initial registered agent at that address is Thomas A. Cooper.

ARTICLE VILINITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

Name Address

Thomas A. Cooper 7300 North Kendall Drive Miami, Florida 33156

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Thomas A. Cooper 7300 North Kendall Drive Miami, Florida 33156.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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 this 3^{nl} day of January, 1996.

Thomas A. Cooper Incorporator

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 CHASE FEDERAL BANK INTERIM CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 7300 North Kendall Drive, Miami, Florida, 33156, has named Thomas A. Cooper, 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, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 3" day of January, 1996.

Thomas A. Cooper

Registered Agent

AN -5 PH 3:55
ALLASSEE, FLORIDA

MIA3-350281

6000002 TOOD A. STERZOY Holland and Knight (Requestor's Name) 315 South Calhoun Street Sulte 600 Tallahaanee, florida 32302 2147000 OFFICE USE ONLY (City, State, Zip) (Phone #) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) CF.35 (Corporation Name) (Document #) Cert 52.50 000001692470 -01718736--01108--002 *****87.50 *****87.50 (Corporation Name) (Document #) Walk in XX Pick up time **Certified Copy** Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawat Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign

Examiner's Initials

Fictitious Name

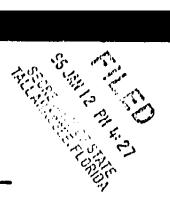
CR2E031(10/92)

Name Reservation

Limited Partnership

Reinstatement Trademark

Other



ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: Chase Federal Bank Interim Corporation						
SECOND:	The date dissolution was authorized: January 12, 1996						
THIRD:	Adoption of Dissolution (check one)						
	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.						
	Dissolution was approved by vote of the shareholders through voting groups.						
	The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:						
	"The number of votes cast for dissolution was sufficient for approval byN/A						
	(voting group)						
Signed this t	welfth day of January, 1996.						
	Signature Honoral Ch						
	(By the Chairman or Vice Chairman of the Board, President, or other officer)						
	Thomas A. Cooper (Typed or printed name)						
	President (Title)						

Plan of Liquidation

This Plan of Liquidation, by and between Chase Federal Bank, a Federal Savings Bank, a federally chartered stock savings bank ("Chase Federal"), and Chase Federal Bank Interim Corporation, a Florida corporation ("Interim"), a wholly owned subsidiary of Chase Federal, is made as of this twelfth day of January, 1996.

- 1. This Plan of Liquidation shall constitute a plan of liquidation and dissolution for purposes of Section 332(b) of the Internal Revenue Code of 1986, as amended.
- 2. The voluntary dissolution of Interim and this Plan of Liquidation was authorized and approved by Chase Federal, as sole shareholder of Interim, on January 12, 1996.
- 3. At the effective time of the dissolution of Interim:
 - a. All of the debts of Interim shall be assumed by Chase Federal;
 - b. All of the assets of Interim shall vest in Chase Federal;
 - c. All pending litigation involving Interim shall be assumed by Chase Federal; and
 - d. All issued and outstanding capital stock of Interim shall be cancelled.

IN WITNESS WHEREOF, Interim and Chase Federal have caused this Plan of Liquidation to be executed by their duly authorized officers as of this twelfth day of January, 1996.

Chase Federal Bank, a Federal Savings Bank

Chase Federal Bank Interim Corporation

Thomas A. Cooper

President and Chief Executive Officer

Thomas A. Cooper

President

TODD A. STERZOY Holland and Knig	ht)27/5
315 South Calhou (Address) Tallahanage, Flu (City, State, Zip)	n Street Suite 600 orida 32302 224-7000	OFFICE USE ONLY SOCIOLO 1592459 Cert. 52.50 ****122.50 ****122.50
1. Chase Federal (Corporation of Corporation of Cor		Corus (SCN)
	/ill wait Photocopy	Certificate of Status
Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Office Change of Registered Age Dissolution/Withdrawal Merger	
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership	Morger filledite
CR2E031(10/92)	Reinstatement Trademark Other	Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

ARTICLES OF MERGER Merger Sheet

MERGING:

FOUNDERS FINANCIAL CORPORATION, a Florida corporation, S02363

INTO

CHASE FEDERAL BANK INTERIM CORPORATION, a Florida corporation, P96000002715

File date: January 12, 1996

Corporate Specialist: Darlene Connell



ARTICLES OF MERGER

These Articles of Merger, by and between Chase Federal Bank Interim Corporation, a Florida corporation ("Interim"), and Founders Financial Corporation, a Florida corporation ("Founders"), are made as of this twelfth day of January, 1996.

- 1. Plan of Merger. The Plan of Merger (the "Plan of Merger") of Interim and Founders is the Plan of Merger, dated as of the date hereof and attached hereto as Exhibit A, and incorporated herein by reference.
- 2. Number of Shares Voted for the Plan. All of the shares of the issued and outstanding common stock of Interim were voted in favor of approval of the Plan of Merger on January 12, 1996. 68.2% of the shares of issued and outstanding common stock of Founders were voted in favor of approval of the Plan of Merger at the Special Meeting of the shareholders of Founders held on January 8, 1996. The number of votes cast by shareholders of Interim and Founders in favor of approval of the Plan of Merger was sufficient for approval.

IN WITNESS WHEREOF, Interim and Founders have caused these Articles of Merger to be executed by their duly authorized officers as of this twelfth day of January, 1996.

CHASE FEDERAL BANK INTERIM CORPORATION

FOUNDERS FINANCIAL CORPORATION

Thomas A. Cooper

President

William L. Gunlicks President and Chief

Executive Officer

Plan of Merger

This Plan of Merger dated as of January 12, 1996 (the "Plan of Merger") by and between Founders Financial Corporation, a corporation organized under the laws of the State of Florida (the "Seller") and Chase Federal Bank Interim Corporation, a corporation organized under the laws of the State of Florida ("Interim") is as follows:

WHEREAS, the Boards of Directors of the Seller and Interim have approved this Plan of Merger, under which Seller shall be merged with and into Interim, with Interim being the surviving entity (the "Merger"), and have authorized the execution hereof; and

WHEREAS, Seller, Chase Federal Bank, a Federal Savings Bank, a federally-chartered stock savings bank (the "Purchaser"), and Founders National Trust Bank, a national banking association (the "Bank"), have entered into an Agreement and Plan of Reorganization dated as of June 30, 1995 (the "Agreement"), which contemplates the Merger,

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto agree as follows:

Section 1. The Merger. Subject to the satisfaction of the conditions of this Plan of Merger and to the satisfaction or waiver of the conditions set forth in the Agreement (which are incorporated by reference herein), the Seller shall be merged with and into Interim pursuant to the provisions of, and with the effect provided in, the laws of the State of Florida. The separate corporate existence of the Seller shall thereupon cease, and Interim shall be the surviving entity (the "Surviving Corporation").

The Merger shall be effective (the "Effective Time") when properly executed Articles of Merger (together With any other documents required by law to effectuate the Merger) shall be filed and become effective as required under the laws of the State of Florida.

Section 2. Name of Surviving Corporation. The name of the Surviving Corporation shall be Chase Federal Bank Interim Corporation.

Section 3. Effect on Outstanding Shares. the Effective Time, each share of the Seller's common stock, par value \$1.00 per share (the "Soller Common Stock"), issued and outstanding at the Effective Time (other than (x) shares held directly or indirectly by the Purchaser (other than shares held in a fiduciary capacity or in satisfaction of a debt previously contracted) and (y) shares held as treasury stock of the Seller) shall, by virtue of the Merger, automatically and without any action on the part of the holder thereof, become and be converted into the right to receive the Merger Consideration (as defined in the Agreement). As of the Effective Time, each share of Seller Common Stock held directly or indirectly by the Purchaser (other than shares held in fiduciary capacity or in satisfaction of a debt previously contracted) and each share of Seller Common Stock held as treasury stock of the Seller shall be canceled and retired and cease to exist, and no exchange or payment shall be made with respect thereto. On and after the Effective Time, all of the shares of the common stock of the Purchaser, par value \$.01 per share (the "Purchaser Common Stock"), issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding shares of Purchaser Common Stock.

Section 4. Assets and Liabilities. At the Effective Time, the title to all real estate and other property (personal and mixed, tangible and intangible, choses in action, rights, and credits) then owned by the Seller or which would inure to the Seller shall immediately, by operation of law and without any conveyance, transfer, or further action, vest in Interim without reversion or impairment. At the Effective Time, the Surviving Corporation shall be deemed to be a continuation of the entity of each of Interim and Seller and shall thenceforth be responsible and liable for all the liabilities and obligations of the Seller. Any claim existing or action or proceeding pending by or against the Seller or the Surviving Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Seller. Neither the rights of creditors nor any liens upon the property of the Seller or the Surviving Corporation shall be impaired by the Merger.

Section 5. Charter and Bylaws. At the Effective Time, the Articles of Incorporation and bylaws of Interim in effect immediately prior to the Effective Time shall become the Articles of Incorporation and bylaws of the Surviving Corporation.

may be terminated in the same manner as set forth in Section 6.01 of the Agreement.

may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one instrument.

may not be amended except in the manner permitted in Section 8.03 of the Agreement.

Section 9. Severability. Any provision of the Plan of Merger which is prohibited or unenforceable shall be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof.

shall be governed by, and interpreted in accordance with, the laws of the State of Florida, without regard to conflicts of law principles.

Section 11. Captions and References. The Captions contained in this Plan of Merger are for Convenience of reference only and do not form a part of this Plan of Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

CHASE FEDERAL BANK INTERIM CORPORATION

Thomas A. Cooper

President

FOUNDERS FINANCIAL CORPORATION

Y: William I. Cuplicks

William L. Gunlicks Chairman, President and Chief

Executive Officer

Document Number Only		
C T CORPORATION BYSTEM	***************************************	
Requestor's Name 660 East Jefferson Stree	ş+·	
Address		-01722/9601005022
City State Zip	Phone	冰水水水水水(1.75 - 水水水水水水(1.7
() Profit () NonProfit	() Amendment	() Merger
() Limited Liability Compar () Foreign	() Dissolution/Withdrawal	() Mark
() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of R.A.
() Certified Copy	() Photo Coples	() Fictitious Name CUS/ G/S
() Call When Ready () Walk In () Mail Out	() Call if Problem () Will Wait	() After 4:30 A) Pick Up
Vame Avallability	3:00	
Pocument Examiner	1/19/96 PLEA	SE RETURN EXTRA COPY(S) FILE STAMPED
	/	S & S
Jpdater (astilog	///	1a 3 2 3
Jpdater /erifler acknowledgment	///	IN MARKEDIA

CR2E031 (1-89)