

P96000015696

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 200

1010 SOUTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE III  
DONALD M. ALLISON \*  
DUNKLEY M. PARKER

TELEPHONE (407) 368-8788  
TELECOPIER (407) 395-0917

ALSO ADMITTED IN  
\* ARIZONA, CALIFORNIA

December 14, 1995

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32314

800001665448  
-12/19/95--01063--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Articles of Incorporation/ FIRST BANKERS INTERNATIONAL  
GROUP, INC. A Florida Corporation, For Profit

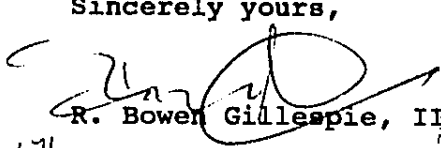
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process Within the State and Naming Agent Upon Whom Process May be Served, and check No. 001 in the amount of \$122.50 representing payment of the following:

Filing fees	35.00
Certified copy fee	52.50
Registered agent fee	35.00
TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned in the paid envelope enclosed as soon as possible. Thank you for your anticipated cooperation and prompt attention in this matter.

Sincerely yours,

  
R. Bowen Gillespie, III

RBG:tg  
Enc.

789,511,671  
W95-24912

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 FEB 20 PM 1:44

FILED

632/20/96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

**FILED**  
**96 FEB 20 PM 1:44**  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

December 26, 1995

**R. BOWEN GILLESPIE, III, ESQUIRE**  
1515 S FEDERAL HIGHWAY  
BOCA RATON, FL 33432

**SUBJECT: FIRST BANKERS INTERNATIONAL GROUP, INC.**  
Ref. Number: W95000024912

We have received your document for FIRST BANKERS INTERNATIONAL GROUP, 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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 795A00055306



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

RECEIVED  
96 FEB 20 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 12, 1996

R. Bowon Gillespie, III  
Gillespie & Allison, P.A.  
1515 South Federal Highway  
Boca Raton, FL 33432

Re: "First Bankers International Group, Inc."

Dear Mr. Gillespie:

On January 8, 1996, 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 beginning January 19, 1996, for 21 days until February 9, 1996, 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 the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was 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.

**February 12, 1996**

**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, "First Bankers International Group, 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**

FILED  
96 FEB 20 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
FIRST BANKERS INTERNATIONAL GROUP, INC.

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.  
CORPORATE NAME

The name of this corporation shall be:  
  
FIRST BANKERS INTERNATIONAL GROUP, INC.

II.  
PRINCIPAL OFFICE

The principal office of this corporation shall be located at  
c/o Gillespie & Allison, P.A., 1515 South Federal Highway, Suite  
300, Boca Raton, Florida 33432.

III.  
NATURE OF CORPORATE BUSINESS

This corporation is organized to engage in any activity or  
business permitted under the laws of the United States and of the  
State of Florida.

IV.  
CAPITAL STOCK

The maximum number of shares of stock that the corporation is  
authorized to have outstanding at any time shall be Five Thousand  
(5,000) shares of common stock at One (\$1.00) Dollar par value per  
share.

**V.  
DURATION**

The corporation shall have perpetual existence.

**VI.  
INITIAL REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie, III  
1515 South Federal Highway  
Suite 300  
Boca Raton, Florida 33432

**VII.  
INCORPORATOR**

The name and address of the Incorporator is:

R. Bowen Gillespie, III  
1515 South Federal Highway  
Suite 300  
Boca Raton, Florida 33432

**VIII.  
BOARD OF DIRECTORS**

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the director of this corporation is:

Dale S. Easton  
6606 Villa Sonrisa  
Villa 922  
Boca Raton, Florida 33433

**IX.**  
**INFORMAL SHAREHOLDER ACTION**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**X.**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XI.  
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII.  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII.  
BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 14<sup>th</sup> day of December, 1995.

  
\_\_\_\_\_  
R. BOWEN GILLESPIE, III  
Incorporator



STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. BOWEN GILLESPIE, III, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 14<sup>th</sup> day of December, 1995.



*Tami Gordon*  
Print: TAMI GORDON  
Notary Public  
My Commission expires:

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

**FEB 20 1996**  
**96 FEB 20 PM 1:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

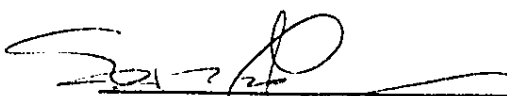
In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

**FIRST BANKERS INTERNATIONAL GROUP, INC.**

under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, has named R. Bowen Gillespie, III, at 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432, as its agent to accept service of process with this State.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I, the undersigned, hereby accept to act in the capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
**R. BOWEN GILLESPIE**  
Resident Agent