

Commerce Standard Financial Corp.  
2269 S. University Dr. Suite 239  
Davie, Florida 33324

P960000053638

New Corporate Filings  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

7000001871257  
-005/21/96--01050--017  
\*\*\*\*122.50 \*\*\*\*122.50

I have included in this package two (2) originals of the Articles of Incorporation for Commerce Standard Financial Corp. for filing as a corporation in the State of Florida. Enclosed also for filing fees is a money order in the amount of \$122.50 that includes sufficient funds to provide me with a certified copy by return prepaid Federal Express.

Thank -you.

Commerce Standard Financial Corp.

Pat DeVito

Pat DeVito

FILED  
96 JUN 21 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pat DeVito  
6/24

ARTICLES OF INCORPORATION  
of  
Commerce Standard Financial Corp.

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation, under the provisions of the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of the corporation is Commerce Standard Financial Corp.

ARTICLE II: EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III: PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act. In furtherance of lawful purposes, the incorporator departs from the individual ownership business structure to form Commerce Standard Financial Corp., a corporation that shall have and exercise, all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares of common stock which this corporation shall have authority to issue is one thousand (1,000) shares at par value of \$1.00 per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held. There shall be no cumulative voting by shareholders. The shareholders shall have no preemptive rights to acquire any shares of the corporation. The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE IV: INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 2269 S. University Dr. Suite 239 Davie, Florida 33324 and the name of its initial registered agent at said registered office is Pat Devito. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V: PRINCIPLE OFFICE

The address of the principal office of the corporation is 2269 S. University Dr. Suite 239 Davie, Florida 33324. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of this corporation is three. The number of directors of this corporation shall not be less than three; except there need be only as many directors as there are shareholders in the event that the outstanding shares are, or initially will be, held of record by fewer than three shareholders. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is Pat Devito, 2269 S. University Dr. Suite 239, Davie, Florida 33324

ARTICLE VIII: INDEMNIFICATION

As the Board of Directors may from time to time provide in the By-Laws or by resolution, the corporation may indemnify its officers, directors, agents and other persons to the extent permitted by the laws of the State of Colorado.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator signing dated this 19th day of March, 1996, these Articles of Incorporation is as follows. Pat Devito, 2269 S. University Dr. Suite 239, Davie, Florida 33324.

Pat Devito

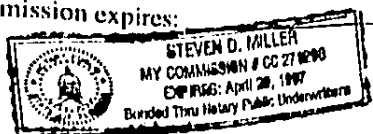
Pat Devito, Incorporator

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF BROWARD )

I, Steve Miller, a Notary Public, does certify that Pat Devito, personally known (or proved) to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me first duly sworn, acknowledged that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that statements therein contained are true.

I accordingly have hereunto set my hand and seal this 19<sup>th</sup> day of March, 1996.

My commission expires:



Steve Miller  
Notary Public

City Ft. Lauderdale, County of Broward  
State of Florida

**Commerce Standard Financial Corp.**

Written consent of incorporator to Organizational Action as follows:

This action is taken and executed under Section 607.0205 of the Florida Business Corporation Act this 19<sup>th</sup> day of March through this instrument by the incorporator of the above named corporation. The election of the following person to serve as the initial director of corporation until the first shareholders' meeting or until such other time at which directors are elected is Pat Devito, incorporator.

Having been named its Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**Commerce Standard Financial Corp.**

By Pat DeVito  
Pat Devito, Director Dated: March 19, 1996

FILED  
MAR 21 PM 2:07  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
FORT LAUDERDALE, FLORIDA