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ADAMS, VINER, AND MOSLER, LTD.

Government Securities Dealers

CLIFFORD G. VINER
WARREN B. MOSLER
MICHAEL L. REGER

SUITE 600, 250 SOUTH AUSTRALIAN AVE.
WEST PALM BEACH, FLORIDA 33401
TELEPHONE: (407) 655-5885

October 10, 1996

Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Ms. Karon Beyer

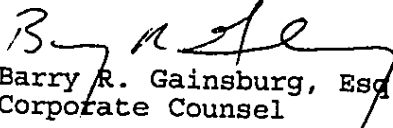
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Dear Ms. Beyer,

Enclosed herewith please find the original and a copy of the Articles of Incorporation for First Foundation Bancshares, Inc. and accompanying By-Laws, an approval letter from the Department of Banking and Finance and the \$131.25 filing fees for a certified copy and a certificate of status.

Please return a copy of the filed Articles to my business address as printed above. Thank you for all of your help and cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.
Corporate Counsel

FILED
96 OCT 11 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10/11/96



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 7, 1996

Barry R. Gainsburg, Esq.
Adams, Viner and Mosler, Ltd.
250 South Australian Avenue
Suite 600
West Palm Beach, FL 33401

Dear Mr. Gainsburg:

Re: "First Foundation Bancshares, Inc."

Reference is made to your letter/fax dated October 2, 1996, requesting approval of the above-referenced corporate name which will be a bank holding company of a financial institution once the merger between Enterprise National Bank and an interim bank is completed.

As Section 655.922(2)(a), Florida 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 Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
FIRST FOUNDATION BANCSHARES, INC.

FILED
96 OCT 11 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FIRST FOUNDATION BANCSHARES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

FIRST FOUNDATION BANCSHARES, INC.
11811 U.S. Highway #1
North Palm Beach, Florida 33408

ARTICLE III NATURE OF BUSINESS

The corporation is a corporation for profit and is organized for the following general purposes: to be a bank holding company; to carry on any lawful businesses or activities relating thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV TERM OF EXISTENCE

The corporation shall have perpetual duration.

ARTICLE V CAPITAL STOCK

The corporation shall have the authority to issue 3,000,000 shares of common stock \$.01 par value. Said capital stock may be increased or decreased from time to time, according to the provisions of the Florida Business Corporation Act.

If the capital stock is increased by the sale of additional shares thereof, each shareholder shall be entitled to subscribe for

such additional shares in proportion to the number of shares of capital stock owned by him/her at the time the increase is authorized by the shareholders, unless another time subsequent to the date of the shareholders' meeting is specified in a resolution by the shareholders at the time the increase is authorized, except that the shareholders shall not have preemptive rights to purchase or subscribe for all or any part of (i) up to fifty thousand (50,000) shares of authorized but unissued common stock to be reserved exclusively for issuance under employee stock option plans, or (ii) any common stock issued pursuant to the exercise of common stock purchase warrants. The board of directors shall have the power to prescribe a reasonable period of time within which the preemptive rights to subscribe to the new shares of capital stock must be exercised.

The corporation, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated or secured, without the approval of the shareholders.

ARTICLE VI DISTRIBUTIONS

In addition to, but not in limitation of, the general powers conferred by law, the corporation shall have the power to make distributions to its shareholders out of its capital surplus, to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor, and to carry on any lawful business.

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William M. Decker
11811 U.S. Highway #1
North Palm Beach, Florida 33408

ARTICLE VIII GOVERNING BOARD

This governing board of the corporation shall be a board of directors. The board of directors ("board") shall have the power to manage and administer the business and affairs of the corporation. Except as expressly limited by law, all corporate powers of the corporation shall be vested in and may be exercised by the board.

The board shall consist of not less than five nor more than twenty-five shareholders, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board or by resolution of a majority of the shareholders at any meeting thereof, but shall never be less than five.

ARTICLE IX INITIAL DIRECTORS

The name of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

CLIFFORD G. VINER
WARREN B. MOSLER
MICHAEL L. REGER
WILLIAM M. DECKER
JOSEPH T. PORTER

ARTICLE X INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

ROBERT H. FASULO
250 South Australian Avenue
Suite 600
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of October, 1996.

 (SEAL)
ROBERT H. FASULO
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of October, 1996.


Notary Public

My Commission expires:



WALTER L. LESSBIREL
MY COMMISSION #00402100 EXPIRES
May 10, 1999
BONDED TRULY TRUST INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FIRST FOUNDATION BANCSHARES, INC.

2. The name and address of the registered agent and office is:

WILLIAM M. DECKER

(NAME)

11811 U.S. Highway #1

(STREET ADDRESS)

North Palm Beach, Florida 33408

(CITY/STATE/ZIP)

SIGNATURE

William M. Decker
WILLIAM M. DECKER

TITLE AGENT

DATE October 10th, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

SIGNATURE

William M. Decker
WILLIAM M. DECKER

DATE October 10th, 1996

LAW OFFICES OF BARRY R. GAINSBURG
ONE CLEAR LAKE CENTRE
SUITE 600
250 SOUTH AUSTRALIAN AVENUE
WEST PALM BEACH, FLORIDA 33401

ADMITTED IN
FLORIDA & NEW YORK

P96000084221

TELEPHONE
(561) 655-5883
TELEFAX
(561) 655-5496

March 31, 1997

Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Ms. Karon Beyer

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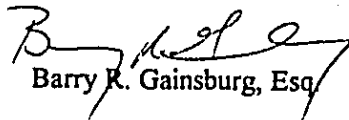
Re: First Foundation Bancshares, Inc. Name Change to III Bancshares, Inc.

Dear Ms. Beyer,

Enclosed herewith please find the original and a copy of the Articles of Amendment to Articles of Incorporation of First Foundation Bancshares, Inc. which changes its name to "III Bancshares, Inc.", along with an approval letter from the Department of Banking and Finance, as well as the \$96.25 filing fee for a certified copy and a certificate of status.

Please return a copy of the certificates to my business address as printed above. Thank you for all of your help and cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.

BRG/ps

Encl.

EFFECTIVE DATE

4-15-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -3 AM 9:16

FILED

Name Change

LFT

4-4-97



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
97 APR -3 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 27, 1997

Barry R. Gainsburg, Esq.
Law Offices of Barry R. Gainsburg
One Clear Lake Centre
Suite 600
250 South Australian Avenue
West Palm Beach, Florida 33401

Dear Mr. Gainsburg:

Re: "Ill Bancshares, Inc."

Reference is made to your letter/fax dated March 26, requesting approval of the above-referenced corporate name which will be a bank holding company of Ill Bank, N.A., North Palm Beach (upon the merger of Enterprise National Bank of Palm Beach), Florida.

As Section 655.922(2)(a), Florida 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 transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
The Fletcher Building-Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

EFFECTIVE DATE

4-15-97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRST FOUNDATION BANCSHARES, INC.

FILED

97 APR -3 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment adopted:

Article I -Name of the corporation which is currently filed with the Division of Corporations as First Foundation Bancshares, Inc., shall now be known as and the name of the corporation shall be III Bancshares, Inc.

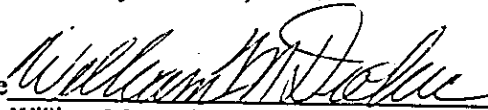
SECOND: The date this amendment is adopted and henceforth effective is April 15, 1997.

THIRD: Adoption of Amendment:

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 26th day of March, 1997.

Signature



William M. Decker
Chairman