

3/14



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

January 29, 1997

**GORDON R. BANKS, JR.
POST OFFICE BOX 938810
POMPANO BEACH, FL 33093**

**SUBJECT: BANKS ENTERPRISES, INC.
Ref. Number: W97000002164**

We have received your document for BANKS ENTERPRISES, 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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 897A00004569



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

March 10, 1997

Mr. Gordon R. Banks, Jr.
Post Office Box 938810
Pompano Beach, FL 33093

Dear Mr. Banks:

Re: "Banks Enterprises, Inc."

On February 3, 1997, 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 February 14, 1997, for 21 days until March 7, 1997 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

(c) 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 financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

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used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution, trust company or holding company. Therefore, the Department is able to grant your request for approval of the corporate name "Banks Enterprises, Inc.".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Bldg. - 6th Floor
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

CERTIFICATE OF ARTICLES OF INCORPORATION
OF
BANKS ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 14 AM 10:04

I, the undersigned, hereby enter into this Certificate of Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, right, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be Banks Enterprises, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is as follows:

- A. Commercial and private business consulting and development
- B. Commercial and private business consulting and development to the public at large and whoever else may be interested in consulting and development of commercial and private businesses that may be deemed to be in the best interest of the corporation.

C. To acquire by purchase, subscription or otherwise and to hold for the purpose of investment or otherwise and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or other wise deal with other evidence of debt, issued by any government, state, county or other public authority, or by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all of the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligations of said persons firms, corporations, or associations contained in any of said securities.

D. To purchase real estate and to build upon or in any manner improve any real estate owned by it.

E. To purchase, acquire, hold, sell, convey, mortgage, lease, exchange and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.

F. To buy, sell, trade or deal in any kind of goods, services, wares and merchandise.

G. To organize or cause to be organized under the laws of the State of Florida, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any and all of the objects for which this corporation is organized and to dissolve, wind-up, liquidate, merge or consolidate any such organization or corporation or to cause the same to be dissolved, woundup, liquidated, merged or consolidated.

H. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital

stock, bonds, or other obligations from time to time as to such an extent and in such a manner, and upon such terms as its board of Directors shall determine, provided that this corporation shall not use any of its funds property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

I. To engage in or conduct any lawful business permitted by the law of the State of Florida by virtue of its corporate acts. The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and it is the intention that the purposes, objects and powers specified in each of the paragraphs of Article II of the Certificate of Articles of Incorporation shall, except as otherwise specifically provided, in no way be limited under the terms of any other clauses, or paragraphs of this Article or any other Articles or paragraphs of this Articles and shall be regarded as independent purposes, objects and powers.

ARTICLE III

The amount of authorized capital stock of this corporation shall be 1000 shares of common \$1.00 per value, voting stock, being all that are issued, to be fully paid and exempt from assessment.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than \$1,000.00.

ARTICLE V

The term for which this corporation shall exist is perpetual..

ARTICLE VI

The place of business of said corporation shall be, as well as the principal office of this corporation, P.O. Box 938810, Pompano Beach, Florida 33093.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors shall consist of not less than one (1) nor more than three (3) members, as officers, to-wit: a president and a secretary.

The members of the said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the same officers shall be elected at the annual meeting of the stockholders of said corporation, immediately after adjournment of the Board of Directors.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the incorporator herein.

ARTICLE VIII

The name and post office address of the first Board of Directors who, subject to the provisions of these Articles, for the first of the corporation's existence or until his successors are duly elected and qualified, is:

GORDON R. BANKS JR

P.O. Box 938810

Pompano Beach, Florida 33093

The annual meeting of the stockholders of this corporation shall be fixed by the By-Laws.

ARTICLE IX

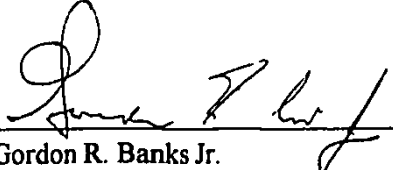
The name and place of residence of the incorporator of this corporation, and the amount of shares of stock held by him are as follows:

GORDON R. BANKS JR

P.O. Box 938810

Pompano Beach, Florida 33093

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21 day of January,
1997, at Margate, FL.
City State


Gordon R. Banks Jr.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: First -- Banks Enterprises, Inc. desiring to organize under the laws of the State of Florida with its principal office, and indicated in the Articles of Incorporation at City of Pompano Beach, County of Broward, State of Florida has named Richard B. Wiggins III located at 5869 Margate Blvd., City of Margate, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the Act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

Richard Wiggins



SANDRA BRITTAIN
COMMISSION # CC 535449
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires: 2-26-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 14 AM 10:04

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, Gordon R. Banks Jr. to me well known and known to me to be the persons described in an who executed the foregoing proposed charter, and they acknowledged same for the purposes therein set forth,

IN WITNESS WHEREOF, I have hereunder set my hand and official seal this 21 day of

January, 19 97



Sandra Brittain

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires: 2-26-2000