

P97000038198

LAW OFFICES

GUILLERMO A. RUIZ, P.A.

2901 FIFTH AVENUE NORTH

P. O. BOX 12787

ST. PETERSBURG, FLORIDA 33733

GUILLERMO A. RUIZ
LINDA LEE WYNN

TELEPHONE (813) 321-2728
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February 27, 1997

FEDERAL EXPRESS DELIVERY

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*****70.00 *****70.00

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Bank Surplus Sales, Inc.

Gentlemen:

Enclosed herein for filing in reference to the captioned matter please find original and one copy of the Articles of Incorporation. Also enclosed is my check made payable to your office in the sum of \$70.00 representing payment for the filing fee and registered agent fee.

Please file the original of these Articles and return to my office a copy of same together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.

Guillermo A. Ruiz
Guillermo A. Ruiz

GAR/ms

Enclosures

FILED
97 APR 28 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMY
3/4/97

(511)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1997

GUILLERMO A. RUIZ, P.A.
P.O. BOX 12787
ST. PETERSBURG, FL 33733

SUBJECT: BANK SURPLUS SALES, INC.
Ref. Number: W97000005098

We have received your document for BANK SURPLUS SALES, INC. and your check(s) totaling \$70.00. 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 697A00011171



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

Doris MCD

April 21, 1997

Guillermo A. Ruiz, P.A.
Law Offices
2901 Fifth Avenue North
Post Office Box 12787
St. Petersburg, FL 33733

Dear Mr. Ruiz:

Re: "Bank Surplus Sales, Inc."

On March 14, 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 March 28, 1997, for 21 days until April 18, 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

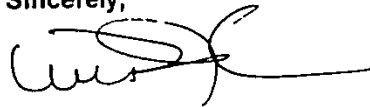
(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution 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

April 21, 1997
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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 "Bank Surplus Sales, 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

LAW OFFICES
GUILLERMO A. RUIZ, P.A.
2901 FIFTH AVENUE NORTH
P. O. BOX 12787
ST. PETERSBURG, FLORIDA 33733

GUILLERMO A. RUIZ
LINDA LEE WYNN

TELEPHONE (813) 321-2728
FAX (813) 321-9104

April 24, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Bank Surplus Sales, Inc.
Ref. Number W970000050098

Gentlemen:

I am returning to you herewith the following in reference to the captioned matter:

1. Copy of your letter dated March 4, 1997;
2. Original and copy of the Articles of Incorporation of Bank Surplus Sales, Inc.
3. Copy of letter dated April 21, 1997 addressed to the undersigned from the Office of the Comptroller, Department of Banking and Finance. Said letter contains the written approval or waiver allowing the use of the corporate name "Bank Surplus Sales, Inc."

I believe this completes your requirements preliminary to filing the enclosed Articles. The filing fee, etc., was previously provided your office under cover letter dated February 27, 1997. Please file the original and indicate upon the copy the date and time of such filing and return said copy to my office along with the charter number assigned to this corporation.

Your assistance herein is appreciated.

Very truly yours,

GUILLERMO A. RUIZ, P. A.


Guillermo A. Ruiz

GAR/ms

Enclosures

ARTICLES OF INCORPORATION
OF
BANK SURPLUS SALES, INC.

FILED
97 APR 28 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, subscriber to these Articles of Incorporation, being competent to contract, does hereby associate herself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Bank Surplus Sales, Inc..

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation may engage in any lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have issued at any one time is One Hundred (100) shares of common stock having no par value.

ARTICLE V

The street address and mailing address of the initial registered office and principal office of the corporation is 10707

U.S. Highway 19 North, Pinellas Park, FL 33782. The principal office is the mailing address for the corporation. The registered office is the location where service of process can be accepted. The name of the initial registered agent at the principal office and registered office of the corporation stated above is BETTY J. POLFER, who accepts said position as registered agent of this corporation and who states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation as evidenced by her signature and the end of these Articles of Incorporation.

ARTICLE VI

The number of Directors of this corporation shall be as provided in the By-Laws but shall not be less than one (1) nor more than seven (7); said initial Board of Directors shall consist of one (1) in number as set forth in Article VII.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the laws of the state of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BETTY J. POLFER	10707 U.S. Highway 19 North Pinellas Park, FL 33782

ARTICLE VIII

The amount of capital with which the corporation shall begin

business is Five Hundred and no/100ths (\$500.00) Dollars.

ARTICLE IX

The name and address of the initial subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
BETTY J. POLFER	10707 U.S. Hwy. 19 No. Pinellas Park, FL 33782	100

ARTICLE X

These Articles of Incorporation shall become effective upon filing and approval by the Secretary of State as indicated by his endorsement thereon with the date and time of approval, as set forth on the duplicate.

ARTICLE XI

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida. Every Amendment shall be approved by the Stockholders, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, both within and without the state of Florida, and in the pursuance of the Corporation Laws of the state of Florida, does make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation, and certifies that the facts herein

stated are true.

Betty J. Polfer
BETTY J. POLFER, SUBSCRIBER

The undersigned, BETTY J. POLFER, accepts the position as registered agent of this corporation and states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

DATED: February 26, 1997.

Betty J. Polfer
BETTY J. POLFER,
REGISTERED AGENT

STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared BETTY J. POLFER, who, is known to me personally ~~or who produced~~ as identification, and who, after being by me first duly cautioned and sworn, deposes and says: that she is the individual described in and who executed the foregoing Articles of Incorporation; and does hereby acknowledge before me that she executed same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State aforesaid this 26 day of February, 1997.



Marilyn F. Smith
MY COMMISSION # CC512531 EXPIRES
March 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Marilyn F. Smith
NOTARY PUBLIC, STATE OF FLORIDA

Name: MARILYN F. Smith

Address: 2901-5th Ave No.

St Petersburg, FL 33713

My Commission Expires: 3/4/2000