

997000062179



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 465337 4303929

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 122.50

ORDER DATE : July 17, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 465337-005

CUSTOMER NO: 4303929

UUUU02240330--7

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: KISLAK FINANCIAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 JUL 17 PM 12:50
RECEIVED
97 JUL 17 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

Dmc 7/17/97

(14)

**ARTICLES OF INCORPORATION
OF
KISLAK FINANCIAL CORPORATION**

FILED
97 JUL 17 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is KISLAK FINANCIAL CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 7900 Miami Lakes Drive West, Miami Lakes, Dade County, Florida 33016.

ARTICLE III

The general nature of the business to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including, without limiting the generality of the foregoing, to be a bank holding company pursuant to the Bank Holding Company Act of 1956, as amended.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100,000	\$ 1.00	Common

ARTICLE V

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VI

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is six, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Jay I. Kislak
7900 Miami Lakes Drive West
Miami Lakes, Florida 33016

Jonathan I. Kislak
7900 Miami Lakes Drive West
Miami Lakes, Florida 33016

Joseph S. Marzouca
7900 Miami Lakes Drive West
Miami Lakes, Florida 33016

Joshua High
7900 Miami Lakes Drive West
Miami Lakes, Florida 33016

Dr. Lawrence Goldberg
7900 Miami Lakes Drive West
Miami Lakes, Florida 33016

Emmett R. Garlock
7900 Miami Lakes Drive West
Miami Lakes, Florida 33016


ARTICLE VIII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of July, 1997.



Patricia Menendez Cambo - Incorporator


FILED

97 JUL 17 PM 12:50

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named the Registered Agent of KISLAK FINANCIAL CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Corporation Service Company
Registered Agent

Dated: July 17, 1997