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**BUSH ROSS GARDNER WARREN & RUDY, P.A.**

**ATTORNEYS AT LAW**

220 SOUTH FRANKLIN STREET  
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III  
JOHN R. BUSH  
MARK A. COTTER  
JAMES O. DAVIS, III  
SAMUEL B. DOLCIMASCOLO  
PATRICIA LABARTA DOUGLAS  
WENDY V. E. ENGLAND  
J. STEPHEN GARDNER  
JOHN N. GIORDANO  
JEFFREY P. GREENBERG  
RICHARD B. HADLOW  
LISA A. HOPPE

PAUL L. HUEY  
DAVID M. JEFFRIES  
CRAIG A. MINEGAR  
CHRISTINE M. POLANS  
JEREMY P. ROSS  
JOHN F. RUDY, II  
EDWARD O. SAVITZ  
ALICIA J. SCHUMACHER  
H. BRADLEY STAGGS  
RANDY K. STERN  
JEFFREY W. WARREN  
PAUL D. WATSON

August 4, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/06/97--01089--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARB FINANCIAL, INC.

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	52.50
3.	Filing a certificate designating Registered Agent	<u>35.00</u>
		\$122.50

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours truly,

  
Jeremy P. Ross

JPR/bar  
Enclosures  
cc: Ralph S. Campbell  
129831.01

97 AUG -6 PM 12:16  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

EFFECTIVE DATE  
8-1-97

**ARTICLES OF INCORPORATION  
OF  
ARB FINANCIAL, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is ARB FINANCIAL, INC. and its principal office and mailing address is 3725 W. Grace Street, Suite 300, Tampa, FL 33607.

**ARTICLE II**

**Commencement of Corporate Existence**

The corporation shall come into existence on August 1, 1997.

**ARTICLE III**

**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
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#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Jeremy P. Ross.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

##### Name

Barbara A. Rowe

##### Address

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

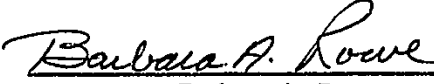
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 1st day of August 1997.

 (SEAL)  
Barbara A. Rowe

129831.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

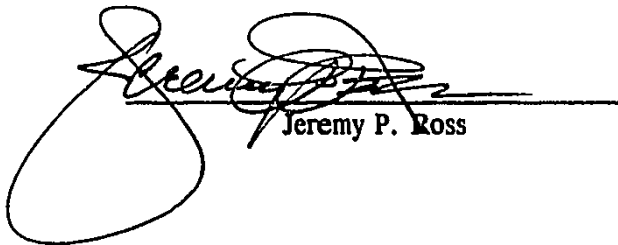
Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, ARB FINANCIAL, INC., desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

ARB FINANCIAL, INC.

By Barbara A. Rowe  
Barbara A. Rowe, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
Jeremy P. Ross

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