

WHISENAND & TURNER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1800

701 BRICKELL AVENUE

MIAMI, FLORIDA 33131

TEL (305) 375-8484

FAX (305) 374-2919

INT'L TELEX 441207

wllaw@worldnet.att.net

P97000087645

September 26, 1997

Via UPS

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
of Financial Bancorp, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 12:19

Dear Madam/Sir:

Enclosed are the Articles of Incorporation for the above
referenced corporation as well as our check for \$70.00 to cover
filing fees.

Thank you.

Cordially,

Lourdes Berroa

Lourdes Berroa

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Enclosures

SEP 30

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W97-22353

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10/10

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October 9, 1997

Via UPS

Brenda Baker
Corporate Specialist
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

Re: Financial Bancorp, Inc.
(Your) Ref. Number: W97000022353

Dear Ms. Baker:

Further to your letter dated September 30, 1997 regarding the above referenced subject matter, please note that the name

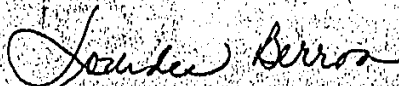
FINANCIAL BANCOR, INC.

has been approved by the Division of Banking. Please refer to Mr. Johnson's letter dated October 8, 1997, photocopy attached.

Per your request, we are enclosing the original and one copy of the Articles of Incorporation of Financial Bancor, Inc. trusting you will now be able to file them.

Thank you.

Cordially,



Lourdes Berroa

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1997

WHISENAND & TURNER
701 BRICKELL AVENUE
SUITE 1800
MIAMI, FL 33131

SUBJECT: FINANCIAL BANCORP, INC.
Ref. Number: W97000022353

We have received your document for FINANCIAL BANCORP, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return the original and one copy of 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 (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 397A00048169



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 8, 1997

James D. Whisenand
Whisenand & Turner
Attorney at Law
Suite 1800
701 Brickell Avenue
Miami, Florida 33131

Dear Mr. Whisenand:

Re: "Financial Bancor, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a foreign corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 414-8058

:kr

cc: Karon Boyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 12:19

ARTICLE I - Name

The name of the corporation is FINANCIAL BANCOR, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III - Capital Stock

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

- (a) Number of shares authorized is 1,000.
- (b) Par value per share is .01.
- (c) Class of stock is common.

ARTICLE IV - Initial Registered Office and Agent

The Corporation's principal and mailing address in the State of Florida, County of Dade, is 701 Brickell Avenue, Suite 1800, Miami, Florida 33131. The Corporation's Registered Agent is National Registered Agents, Inc. and its address is 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

ARTICLE V - Board of Directors

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 in the initial Board of Directors is one, and the name and address of such member of the Board of Directors, who is to serve as the corporation's director until his successors are duly elected and qualified, is Alberto Cevallos. His address is Suite 1800, 701 Brickell Avenue, Miami, Florida 33131.

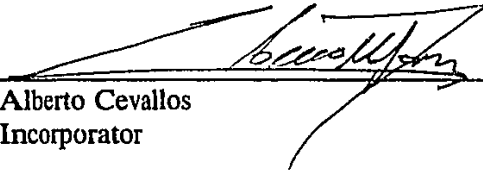
ARTICLE VI - Incorporators

The name of the incorporator is Alberto Cevallos, and the address of the incorporator is c/o 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by Florida law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purposes of forming a corporation, pursuant to the Florida General Corporation Act with the State of Florida, has signed these Articles of Incorporation this 25 day of September, 1997.


Alberto Cevallos
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named the registered agent of hereby accepts the obligations and accepts the obligation as provided in the Florida Corporation Act.

Dated this 25 day of September, 1997.

NATIONAL REGISTERED AGENTS, INC.

By: 

James D. Whisenand
Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 12:15