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Luther Martin Taylor

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December 4, 1997

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: PRIVATE TRUST CORP.

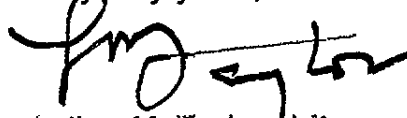
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Dear Sir and/or Madam:

Enclosed please find the Articles of Incorporation for Private Trust Corp. along with a check for \$122.50. Please file the Articles and forward same, along with the certificate, to the address as set forth above.

Thank you for your assistance in this matter and, if you have any questions, please feel free to call my office.

Very truly yours,



Luther M. Taylor, J.D.

LMT/jag

Enclosure

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DIVISION OF CORPORATIONS
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RP
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ARTICLES OF INCORPORATION

OF

PRIVATE TRUST CORP.

ARTICLE I - CORPORATE NAME

The name of this corporation is PRIVATE TRUST CORP.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Luther M. Taylor, Esquire, 11911 U.S. Highway One, Suite 201, North Palm Beach, FL 33408.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business of the corporation in the State of Florida shall be Luther M. Taylor, Esquire, 11911 U.S. Highway One, Suite 201, North Palm Beach, FL 33408. The principal mailing address of the corporation in the State of Florida shall be Luther M. Taylor, Esquire, Post Office Box 33301, Palm Beach Gardens, FL 33420-3301.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have 1 director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTOR

The name(s) of the initial director(s) of this Corporation and their street addresses is: Luther M. Taylor, Esquire, 11911 U.S. Highway One, Suite 201, North Palm Beach, FL 33408.

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The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

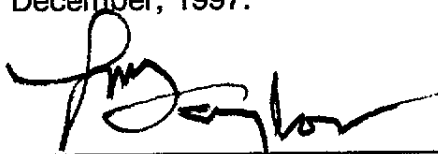
ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Luther M. Taylor, Esquire, 11911 U.S. Highway One, Suite 201, North Palm Beach, FL 33408.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 4th day of December, 1997.

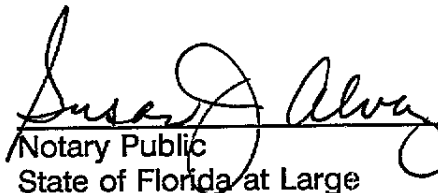


Luther M. Taylor, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Luther M. Taylor, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 4th day of December, 1997.



Notary Public
State of Florida at Large

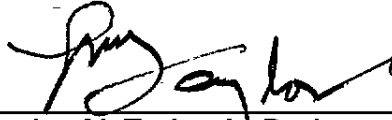
My Commission Expires:



SUSAN J. ALVEY
MY COMMISSION # CC490106 EXPIRES
July 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Acceptance of Registered Agent

I, Luther M. Taylor, hereby accept the obligations connected with the appointment as Registered Agent for the above corporation and state that I am a resident of Palm Beach County, State of Florida.



Luther M. Taylor, As Registered Agent for
Private Trust Corp.

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