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FLORIDA DIVISION OF CORPORATIONS  
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TO: ~~DIVISION OF CORPORATIONS~~

FAX #: (850)922-4001

FROM: STROOCK & STROOCK & LAVAN  
CONTACT: ANDREA ARNESON  
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NAME: HB/SPC, INC.

AUDIT NUMBER.....H98000011615

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION  
OF  
HB/SPC, INC.**

The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of this corporation (hereinafter, the "Corporation") shall be: HB/SPC, INC.

**SECOND:** The street and mailing address, wherever located, of the Corporation shall be: 1200 Brickell Avenue, Suite 305, Miami, Florida 33131.

**THIRD:** The number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and are of the same class and are shares of Common Stock.

**FOURTH:** The purpose for which this Corporation is organized shall be limited solely to holding the premises of a banking corporation.

**FIFTH:** The duration of the Corporation shall be perpetual.

**SIXTH:** The street address of the initial registered office of the Corporation in the State of Florida is: 1200 Brickell Avenue, Suite 305, Miami, Florida 33131.

The name of the initial registered agent of the Corporation at the said registered office is Jefferson Norman Powell, Jr.

The written acceptance of the said initial registered agent, as required by the provisions of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is hereby made a part of these Articles of Incorporation.

PREPARED BY:  
Michael Basile, Esq., FL Bar #197599  
Stroock & Stroock & Lavan LLP  
3300 First Union Financial Center  
Miami, Florida 33131  
(305) 358-9900

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**SEVENTH:** The Corporation's initial Board of Directors shall consist of two (2) member(s). The name and address of the person(s) who will serve as the member(s) of the Corporation's initial Board of Directors until the first annual meeting of shareholders or until a successor is elected and qualified are:

**Name****Address**

James P. Fenton

1200 Brickell Avenue, Suite 305

Miami, Florida 33131

Jefferson Norman Powell, Jr.

1200 Brickell Avenue, Suite 305

Miami, Florida 33131

The number of directors of the Corporation shall be determined from time to time as set forth in the bylaws of the Corporation.

**EIGHTH:** The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director, is hereby waived and eliminated to the fullest extent allowed by law.

**NINTH:** The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the

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heirs, executors, and administrators of such a person. The Corporation shall have the power to enter into indemnification agreements for this purpose, and such agreements and the bylaws of the Corporation may specify the terms and provisions of such indemnification obligations.

TENTH: The name and address of the Incorporator of the Corporation is:

Name

Address

Michael Basile

First Union Financial Center, 33rd Floor  
200 South Biscayne Boulevard  
Miami, Florida 33131

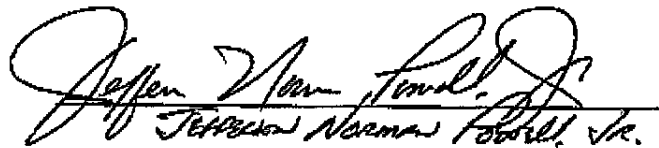
Signed on June 20<sup>th</sup>, 1998

Michael Basile  
- Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Jeffrey Norman Powell, Jr.  
Date: June 20<sup>th</sup>, 1998

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