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**DAVID A. JAYNES**

Attorney and Counselor  
Guaranty Building, Suite 702  
120 So. Olive Ave.  
West Palm Beach, FL 33401

Member State Bar of  
Florida and Texas

Telephone (561) 659-5050  
Facsimile (561) 833-3541

July 20, 1998

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314-6327

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-07/22/98--01076--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attention: Division of Corporations

*Commercial Capital*  
**RE: ATLANTIC ~~COAST FINANCIAL~~ CORPORATION**

Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Atlantic Coast Financial Corporation. Please have the same incorporated and inform us of its status.

Your fee of \$70.00 for this service is enclosed herewith.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

  
David A. Jaynes

DAJ/sjo  
Enclosure  
cc: Client

**FILED**  
98 AUG 28 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*8/28/98*

**DAVID A. JAYNES**

Attorney and Counselor  
Guaranty Building, Suite 702  
120 So. Olive Ave.  
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Member State Bar of  
Florida and Texas

Telephone (561) 659-5050  
Facsimile (561) 833-3541

August 26, 1998

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314-6327

Attention: Division of Corporations

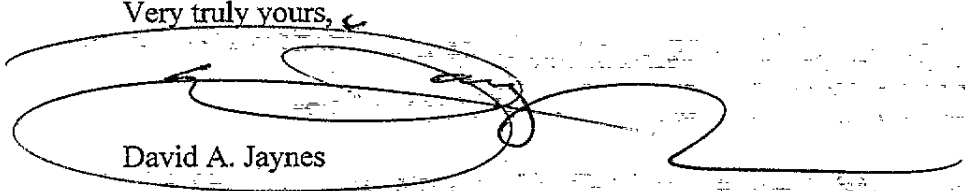
**RE: COASTAL FINANCIAL CORPORATION**

Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Coastal Financial Corporation. Please have the same incorporated and inform us of its status. **Should there be a problem with the availability of the name, please contact Starr Downey at (561) 881-8922.**

Our fee of \$70.00 for this service was previously provided per the attached letter from your office. Please file the same and return the copy in the envelope provided.

Thank you in advance for your prompt attention to this matter.

Very truly yours, 

David A. Jaynes

DAJ/sjo  
Enclosure  
cc: Client



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 6, 1998

DAVID A. JAYNES, ESQ.  
120 S. OLIVE AVE.  
WEST PALM BEACH, FL 33401

SUBJECT: ATLANTIC COAST CAPITAL CORPORATION  
Ref. Number: W98000016921

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 398A00039288

**ARTICLES OF INCORPORATION**  
**OF**  
**ATLANTIC COMMERCIAL CAPITAL CORPORATION**

**FILED**  
98 AUG 28 AM 9:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I: NAME AND ADDRESS**

The name of the corporation shall be ATLANTIC COMMERCIAL CAPITAL CORPORATION. The street address of the principal office of the corporation is 1240 Bimini Lane, Singer Island, FL 33404. The mailing address of the principal office of the corporation is P.O. Box 10535, Riviera Beach, FL 33419.

**ARTICLE II: NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$0.00 per share.

**ARTICLE IV: ADDRESS**

The street address of the initial registered office of the corporation shall be 120 So. Olive Ave., Suite 702, West Palm Beach, FL 33401, and the name of the initial Registered Agent for the corporation at that address is David A. Jaynes, Esq.

**ARTICLE V: SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI: TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII: LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII: SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The officers shall be:

President/Treasurer  
Vice President/Secretary

Thomas Downey  
Starr Downey

**ARTICLE IX: INCORPORATOR**

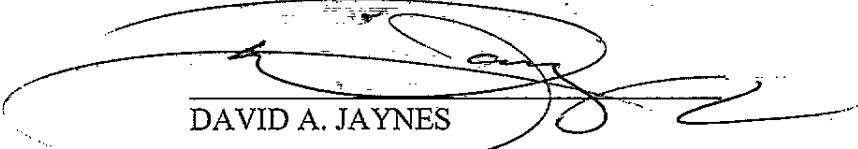
The name and address of the incorporator is:

David A. Jaynes, Esquire  
120 So. Olive Ave., Suite 702  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

25<sup>th</sup> day of August, 1998.

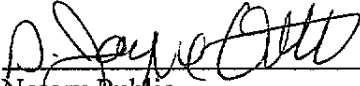
Incorporator:

  
DAVID A. JAYNES

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 25<sup>th</sup> day of August, 1998, by DAVID A. JAYNES.

(SEAL)

  
Notary Public  
State of Florida



S. Jayne Overt  
My Commission CC617400  
Expires January 29, 2001

My Commission Expires: \_\_\_\_\_

FILED

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

95 AUG 28 AM 9:28

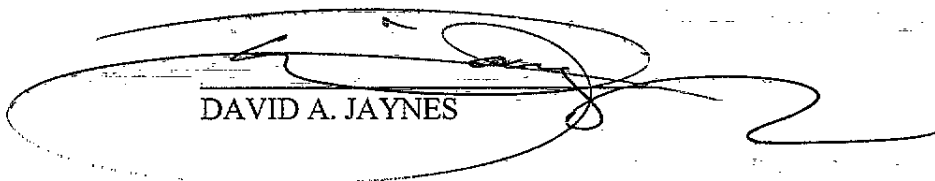
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida, ~~ATLANTA, GEORGIA~~  
COMMERCIAL CAPITAL CORPORATION a corporation organizing under the laws of the State of Florida,  
with its principal office located at 1240 Bimni Lane, Singer Island, Florida 33404, has named  
David A. Jaynes, whose address is 120 So. Olive Ave., Suite 702, West Palm Beach, Florida  
33401, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during  
prescribed hours; to post my name (and any other officers of said corporation authorized to accept  
service of process at the above designated address) in some conspicuous place in the office as  
required by law.

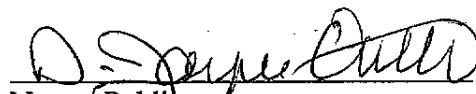
Registered Agent:

  
DAVID A. JAYNES

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared David A. Jaynes, who,  
after being duly sworn, deposes and says that the facts and matters contained above are true and  
correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 25<sup>th</sup> day of August, 1998.

  
Notary Public  
State of Florida  
My Commission Expires:



S Jayne Overt  
My Commission CC617400  
Expires January 29, 2001