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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFTT CORPORATION OR P.A.

BANKERS MUTUAL CAPITAL CORPORATION

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

EMPIRE

SUBJECT: BANKERS MUTUAL CAPITAL CORPORATION
REF: W98000022450

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

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FAX Aud. #: H98000018233
Letter Number: 598A00049123



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 1, 1998

Michael M. Gfesser, Esq.
65 Princewood Lane
Palm Beach Gardens, FL 33410

Dear Mr. Gfesser:

Re: "Bankers Mutual Capital Corporation"

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 to conduct business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Art Simon".

Art Simon
Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

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

Maypa

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**ARTICLES OF INCORPORATION OF
BANKERS MUTUAL CAPITAL CORPORATION**

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I NAME AND ADDRESS

The name of the proposed corporation shall be BANKERS MUTUAL CAPITAL CORPORATION. The address of the corporation is 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

ARTICLE II DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III PURPOSE

This corporation is formed for the following purposes and shall have the following powers:

1. To engage in, within or without the United States of America, any businesses which are not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.
2. To do everything necessary for the accomplishment of the purposes set forth herein and to do every other act incidental thereto.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000) shares with ONE DOLLAR (\$1.00) Par Value of Each Share, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to beat the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration shall have been paid.

Michael M. Gfesser, Esq. Florida Bar Number 435200
11300 US Highway One, Suite 203
North Palm Beach, FL 33408
Telephone: (561) 776-9294

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TALLAHASSEE, FLORIDA

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corporation.

ARTICLE IX INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X WORKING CAPITAL

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI AMENDMENT

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

ARTICLE XII OFFICERS

The officers of the corporation and their addresses who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Michael M. Gfesser - President - 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.
Christopher A. Curtin - Secretary- 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.
H. Max Fricker - Treasurer- 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

ARTICLE XIII COMMENCEMENT

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes Section 607.17 providing that corporate existence may begin up to five days before filing with the Secretary of State.

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ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

The name of the initial registered agent of this corporation at that address is Michael M. Gfesser.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Michael M. Gfesser - 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

H. Max Fricker - 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

Christopher A. Curtin - 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII SUBSCRIBERS

The name and address of the person signing these Articles as subscriber is:

Michael M. Gfesser - 11300 US Highway One, Suite 203, North Palm Beach, FL 33408.

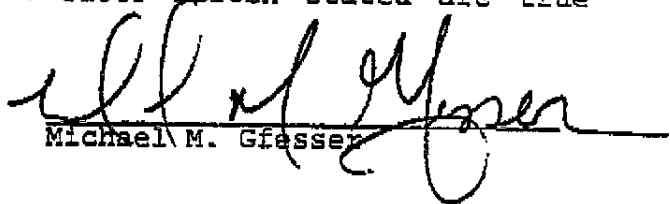
ARTICLE VIII BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the

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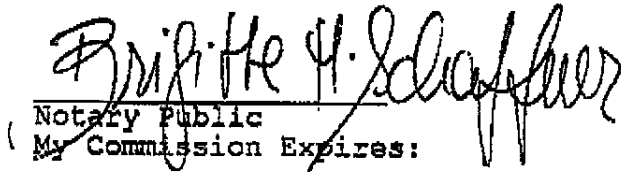
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 29 day of September, 1998.

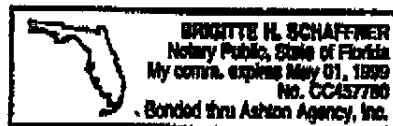

Michael M. Gfesser

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of September, 1998, by Michael M. Gfesser. He has produced a Florida Drivers License as identification and did not take an oath.

(Notary Seal)


Notary Public
My Commission Expires:



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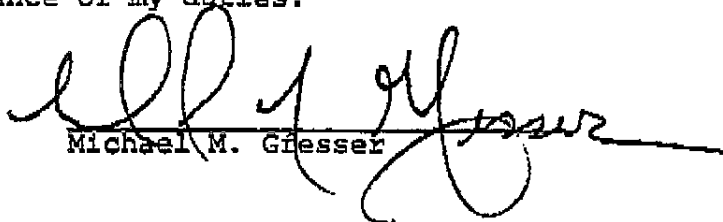
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Florida Statutes, the following is submitted in compliance with said Act:

That BANKERS MUTUAL CAPITAL CORPORATION desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 11300 US Highway One, Suite 203, North Palm Beach, FL 33408 has named Michael M. Gfesser as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael M. Gfesser

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TALLAHASSEE, FLORIDA

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