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CONIGLIO & ASSOCIATES, P.A.
971 EAST TENNESSEE STREET
TALLAHASSEE, FLORIDA 32308

Address

City/State/Zip

681311
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SOFISA BANK OF FLORIDA
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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T. SMITH NOV 03 1998

Examiner's Initials

original

ARTICLES OF INCORPORATION
SOFISA BANK OF FLORIDA

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TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **SOFISA BANK OF FLORIDA**, and its initial place of business shall be at 14095 South Dixie Highway, Miami, Dade County, Florida 33156.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 750,000. Such shares shall be of a single class and shall have a par value of \$5.50 per share. The corporation shall begin business with at least \$4,097,500.00 in paid in common capital stock to be divided into 745,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000.00 and the amount of undivided profits will be not less than \$1,052,500.00, all of which (paid in capital, surplus, and undivided profits) shall be paid in cash and shall total not less than \$7,150,000.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive right or rights to purchase or subscribe for, a the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida financial Institutions Codes.

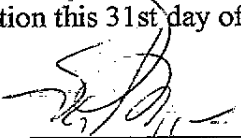
ARTICLE V

The number of directors shall be not fewer than five. A majority of the full board of directors may, at anytime during the year following the annual meeting of shareholders in which such an action has been authorized, increase the number of directors by not more than two and appoint

persons to fill the resulting vacancies. The names and addresses of the first directors of the corporation are:

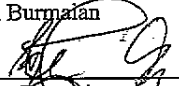
Varujan Burmaian	Alameda Franca 660, Apt 26 Sao Paulo, S.P., Brazil
Alexandre Burmaian	Alameda Franca 660, Apt 26 Sao Paulo, S.P., Brazil
Luis V. Dominguez	4477 N.W. 93rd Doral Ct. Miami, FL 33178
Robert M. Londoño	9530 S.W. 68th Ave. Miami, FL.33166
George R. Mueller	6058 Glendale Drive Boca Raton, FL 33433
Paulo M. Rocha	101 Crandon Blvd., Apt.#377 Key Biscayne, FL. 33149
Antonio de Padua Seixas	Rua Jose Maria Lisboa No. 1162 Edific.Meditarranae 1, Apto. 11 Cerqueira Cesar Sao Paulo, Brazil
Thomas J. Skola	5201 Blue Lagoon Dr., Suite 100 Miami, Florida 33126-2065

In witness of the foregoing, the undersigned director (s) have executed these Articles of Incorporation this 31st day of August, 1998.



Varujan Burmaian

Alameda Franca 660, Apt 25
Sao Paulo, S.P., Brazil



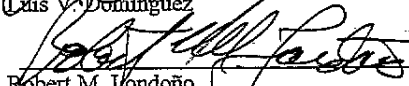
Alexandre Burmaian

Alameda Franca 660, Apt 26
Sao Paulo, S.P., Brazil



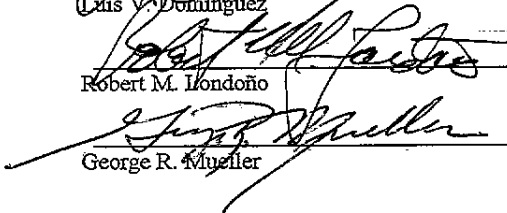
Luis V. Dominguez

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Edificio Mediterranea 1, Apto. 11
Cerqueira Cesar, Sao Paulo, S.P., Cep 01423-91, Brazil

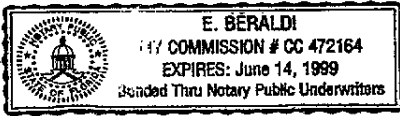
Thomas J. Skola
Thomas J. Skola

5201 Blue Lagoon Dr., Suite 100
Miami, Florida 33126

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SS

The foregoing instrument was acknowledged before me this 31st day of August, 1998 by all of the above who is personally known to me or who has produced as identification and who did/did not take an oath.



E. Beraldi
Notary Public - State of Florida at large
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Approved by the Department of Banking and Finance this 22ND day of September 1998.

Tallahassee, Florida

Robert H. Miller
COMPTROLLER OF THE STATE OF FLORIDA
and Head of the Florida Department of Banking and Finance