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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FTA Bankers Credit, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 1999

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: FTA BANKERS CREDIT, INC.
REF: W99000000324

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.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



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

January 5, 1999

Marti Candio, Esq.
Oliver Tomlin & Tomlin, PA
Attorneys at Law
Fourth Floor
75 Valencia Avenue
Coral Gables, FL 33134

Dear Ms. Candio:

Re: "F.T.A. Bankers Credit, Inc."
"a Bankers Mutual Company"

Thank you for your recent letter requesting approval for use of the above-referenced names. It is the opinion of this Department that "F.T.A. Bankers Credit, Inc." 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 "F.T.A. Bankers Credit, Inc." being registered to conduct business in the State of Florida.

However, use of the trademark name "a Bankers Mutual Company" is being denied. The use of the words "bank", "banker", "banking" "trust company" or other words of similar import, by any person other than a bank or trust company, in any manner which indicates or reasonably implies that the business being conducted or advertised is that of a bank or trust company or holding company is prohibited by Section 55.922(2)(a), Florida Statutes. Since the name "a Bankers Mutual Company" does not provide any descriptive distinction sufficient to avoid the implication that the nature of the business is that of a banking corporation, domestic or international banking office, we are unable to approve your request for use of this name.

Sincerely,

Art Sifton - Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

cc:

Karen Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
FTA Bankers Credit, Inc.

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
FTA Bankers Credit, Inc.
P.O. Box 526406
Miami FL 33152

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Marili Cancio
75 Valencia, 4th Floor
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jose F. Cancio
Robert Castro

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Marili Cancio | FL Bar Member 085022
Otero Tomlin & Tomlin, P.A.
75 Valencia, 4th Floor
Coral Gables FL 33134
305-567-9000

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Marili Cancio
Otero Tomlin & Tomlin, P.A.
75 Valencia, 4th Floor
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 1, 1999.

The undersigned incorporator executed these Articles of Incorporation on January 6, 1999.


MARILI CANCIO
by G.K. Kuroda as attorney-in-fact

Marili Cancio | FL Bar Member 085022
Otero Tomlin & Tomlin, P.A.
75 Valencia, 4th Floor
Coral Gables FL 33134
305-567-9000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


FTA Bankers Credit, Inc.

REGISTERED AGENT/OFFICE:

Marili Cancio
75 Valencia, 4th Floor
Coral Gables FL 33134

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MARILI CANCIO
by G.K. Kuroda as attorney-in-fact

Date: January 6, 1999.

Marli Cancio | FL Bar Member 085022
Otero Tomlin & Tomlin, P.A.
75 Valencia, 4th Floor
Coral Gables FL 33134
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