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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: January 13, 1999

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: *JAP* John A. Pullen, Licensing and Chartering

SUBJECT: Articles of Incorporation of Equitable Successor Bank

Please file the attached "Articles of Incorporation" (original and two copies) for the above-referenced institution, using January 13, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350
- (2) One copy to: Phillip K. Smith, Esquire
Gerrish & McCreary, P.C.
Post Office Box 242120
Memphis, Tennessee 38124-2120

Also attached is a \$140.00 check for payment of the applicable fees. Please issue the correspondent a refund if an overpayment was made.

If you have any questions, please call me at 410-9527.

JAP:bms

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District II

FILED
99 JAN 13 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BMC
1/13/99

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****140.00 *****52.50

**ARTICLES OF INCORPORATION OF
EQUITABLE SUCCESSOR BANK
(A Successor Institution)**

FILED
99 JAN 13 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a successor institution under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Equitable Successor Bank and its initial place of business shall be 633 South Federal Highway in the City of Fort Lauderdale, in the County of Broward, and the State of Florida.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 143. Such shares shall be of a single class and shall have a par value of \$7.00 per share. The corporation shall begin business with at least \$1,000 in paid-in capital stock to be divided into 147 shares. The amount of surplus with which the corporation will begin business will be not less than \$200 and there will be no undivided profits. All of these items (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term of which said corporation shall exist shall be one (1) year.

ARTICLE V

The number of directors shall consist of at least nine (9). The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Dr. Stuart N. Allen	20191 East Country Club Drive Aventura, Florida 33180
James D. Evans	5620 Biscayne Blvd. Miami, Florida 33156
Jack Herman	11111 Biscayne Blvd. Miami, Florida 33181
Norman S. Klein	16025 W. Prestwick Pl. Miami Lakes, Florida 33014
Jerry Leader	1115 Redwood Street Hollywood, Florida 33019
Wayne K. Masur	2680 Hunter Court Weston, Florida 33331
Anne E. Scherer	1320 Ponce De Leon Drive Fort Lauderdale, FL 33316

NAME

STREET ADDRESS

Stanley J. Schwartz

445 Grand Bay Drive
Apartment 1003N
Key Biscayne, Florida 33149

H. William Spute, Jr.


6978 N.W. 62nd Terrace
Parkland, Florida 33067

In witness of the foregoing, the undersigned directors have executed these Articles
of Incorporation this 15th day of July, A.D. 1998.

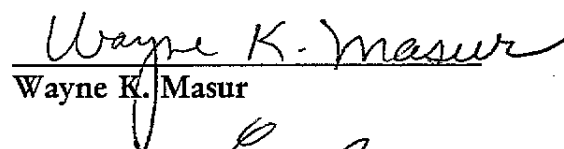
Dr. Stuart N. Allen


James D. Evans

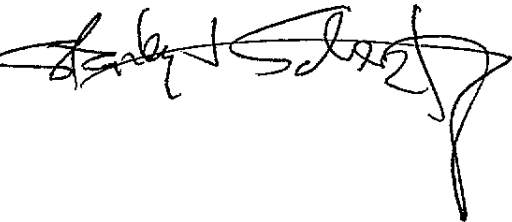

Jack Herman


Norman S. Klein

Jerry Leader


Wayne K. Masur


Anne E. Scherer



Stanley J. Schwartz

H. William Spute, Jr.

STATE OF FLORIDA

COUNTY OF Broward

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} SS

The foregoing instrument was acknowledged before me this 15 day of July, 1998, by the individuals listed above, who are personally known to me and who did take an oath.

(SEAL)



ANNETTE SHRODE
COMMISSION # CC634053
EXPIRES MAR 27, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

Annette Shrode

Notary Public - State of Florida at Large
My Commission Expires: March 27, 2001

Approved by the Department of Banking and Finance this 12th day of

January, 1999.

Tallahassee, Florida

Robert H. Milligan

Comptroller of the State of Florida and Head
of the Department of Banking and Finance