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Inter-Office  
Communication

Comptroller of Florida  
Division of Banking

DATE: February 8, 1999  
TO: Karon Beyer, Department of State  
Division of Corporations - Bureau of Commercial Recording  
FROM: JP John A. Pullen, Licensing and Chartering  
SUBJECT: Formation of Gateway American Successor Bank

Please file the attached "Articles of Incorporation" (original and two copies) for the above-referenced institution, using February 8, 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: John P. Greeley, Esquire  
Smith, MacKinnon, Greeley, Bowdoin & Edwards  
Suite 800  
255 South Orange Avenue  
Orlando, Florida 32801

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-02/10/99--01002--005  
\*\*\*\*106.00 \*\*\*\*\*52.50

Also attached is a \$106.00 check which represents payment of the applicable fees for the formation of Gateway American Successor Bank and the filing of the Plan of Merger and Merger Agreement between Gateway American Successor Bank and Gateway American Bank. If there is an overpayment, please issue a refund to Mr. Greeley. If there is an underpayment, or if you have any questions of him, Mr. Greeley's telephone number is (407) 843-7300.

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

JAP:bms

cc: Bureau of Financial Institutions - District II

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199 FEB -8 PM 12:29  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GATEWAY AMERICAN SUCCESSOR BANK**

**FILED**

**99 FEB -8 PM 12:29**

**DIVISION OF CORPORATIONS  
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, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be Gateway American Successor Bank and its initial place of business shall be at 1451 N.W. 62nd Street, Suite 212, in the City of Ft. Lauderdale, County of Broward and 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**

**Section 1.** The total number of shares authorized to be issued by the corporation shall be 100, the par value of which shall be \$1.00.

**Section 2.** The corporation shall begin business with at least \$1.00 in paid-in capital stock to be divided into one share of the par value of \$1.00, which shall be paid in cash. The corporation will not begin business with any surplus or undivided profits.

**ARTICLE IV**

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

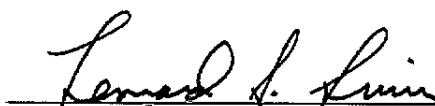
## ARTICLE V

The number of directors shall not be fewer than nine (9). The names and street addresses of the first directors of the corporation are:

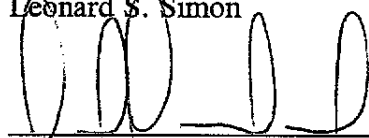
<u>NAME</u>	<u>STREET ADDRESS</u>
Richard A. Asper	1485 N.E. 57th Ct., Ft. Lauderdale, FL 33334
James W. Dwyer	1111 Diplomat Parkway, Hollywood, FL 33019
Lawrence J. Gabriel, Sr.	879 Dover Street, Boca Raton, FL 33487
J. Joseph Kruse	494 Woonasquatucket Avenue, #114, N. Providence, RI 02911
John J. Lyons	5100 N. Ocean Blvd., #1513, Ft. Lauderdale, FL 33308
Leonard S. Simon	140 Maywood Avenue, Rochester, NY 14618
Erich Sommerkamp	5501 Rico Drive, Boca Raton, FL 33487
John L. Tomlinson	756 Middle River Drive, Ft. Lauderdale, FL 33304
Regina S. Waterhouse	19 Aspen Court, Boynton Beach, FL 33436


IN WITNESS WHEREOF, the undersigned directors have executed these Articles of Incorporation this 23<sup>rd</sup> day of September, 1998.

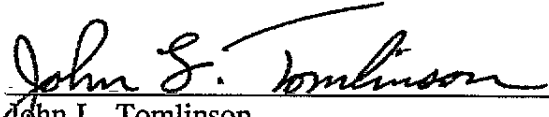
  
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Richard A. Asper

  
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James W. Dwyer

  
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John L. Tomlinson

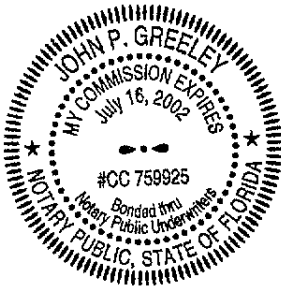
  
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J. Joseph Kruse

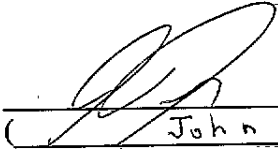
  
\_\_\_\_\_  
Regina S. Waterhouse

  
\_\_\_\_\_  
John J. Lyons

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF BROWARD )


The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September, 1998, by Richard A. Asper, James W. Dwyer, Lawrence J. Gabriel, Sr., J. Joseph Kruse, John J. Lyons, Leonard S. Simon, Erich Sommerkamp, John L. Tomlinson, and Regina S. Waterhouse, who are personally known to me and who did not take an oath.



  
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John P. Greeley  
Notary Public, State of Florida

Approved by the Department of Banking and Finance this 5<sup>th</sup> day of February, 1999.

Tallahassee, Florida

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

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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