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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Palm Beach County Bank in Organization, Inc.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

299A-6081

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 1999

AKERMAN, SENTERFITT & EIDSON

SUBJECT: PALM BEACH COUNTY BANK IN ORGANIZATION, INC.
REF: W99000003288

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) 487-6931.

Becky McKnight
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PBCB, INC.**

FIRST: The name of the Corporation is PBCB, INC.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: This Corporation is authorized to issue one thousand (1,000) shares of common stock, par value ONE AND NO/100 DOLLAR (\$1.00) per share.

FIFTH: The street address of the initial Registered Office of this Corporation is 777 South Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Russell T. Kamradt.

SIXTH: The street address of the principal office of the Corporation is 777 South Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401.

SEVENTH: This Corporation shall have three (3) Directors initially and the number of Directors may be increased or diminished from time to time as provided in the Bylaws of this Corporation but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

Russell T. Kamradt, Esquire
Florida Bar Number 262153
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, Florida 33401
Telephone (561) 659-5990

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Calvin L. Cearley
777 South Flagler Drive
Suite 900, East Tower
West Palm Beach, Florida 33401

William Martin
777 South Flagler Drive
Suite 900, East Tower
West Palm Beach, Florida 33401

Peter A. Rapaport
777 South Flagler Drive
Suite 900, East Tower
West Palm Beach, Florida 33401

EIGHTH: The names and offices of the initial officers of the Corporation are as follows:

Calvin L. Cearley, President

William Martin, Vice President and Secretary

NINTH: The name and address of the Incorporator of this Corporation is Russell T. Kamradt, 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401.

TENTH: The duration of this Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 10th day of February, 1999.



Russell T. Kamradt, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 10th day of February, 1999, by Russell T. Kamradt, who is personally known to me.



KATHY L. OSTER
COMMISSION # CC 688146
EXPIRES NOV 5, 2001
BONDED THRU
ATLANTIC BONDING CO., INC


Print Name: _____
Notary Public
Commission No. _____
My commission expires: _____

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

PBCB, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, as its initial Registered Office and has named Russell T. Kamradt, located at that address as its initial Registered Agent.



Russell T. Kamradt, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.



Russell T. Kamradt, Registered Agent

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