

P99000016956



ACCOUNT NO. : 072100000032

REFERENCE : 142246 4371937

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 140.00

ORDER DATE : February 22, 1999

ORDER TIME : 9:37 AM

ORDER NO. : 142246-005

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
TRIVEST, INC.
TRIVEST, INC.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

500002782675-4

DOMESTIC FILING

NAME: CORVEST GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (4)
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING (4)

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
99 FEB 22 PM 2:14

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DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 22 PM 2: 14

**ARTICLES OF INCORPORATION
OF
CORVEST GROUP, INC.**

ARTICLE I

The name of the corporation is CORVEST GROUP, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

(A) Authorized Shares. The total number of shares of all classes which the Corporation shall have the authority to issue is Fifty Thousand (50,000) shares of common stock ("Common Stock"), par value \$.01 per share, of which Forty Thousand (40,000) shares shall be Class A Common Stock ("Class A Stock"), and Ten Thousand (10,000) shares shall be Class B Common Stock ("Class B Stock"). Such shares of Common Stock are sometimes hereafter collectively referred to as the "capital stock."

(B) Voting Privileges.

(1) General. Each holder of Class A Stock shall have one vote on all matters submitted to the shareholders for each share of Class A Stock standing in the name of such holder on the books of the Corporation and each holder of a fraction of a share of Class A Stock shall have a corresponding fractional vote on all matters submitted to a vote of the shareholders for each fraction of a share of Class A Stock standing in the name of such holder on the books of the Corporation. The holders of Class B Stock shall have no voting rights except as otherwise provided herein or by law. Except as otherwise required by law, the shares of Common Stock of the Corporation entitled to vote (which shall not include the Class B Stock) shall vote as a single class on all matters submitted to the holders of such Common Stock.

(2) No Cumulative Voting. No shareholder of the Corporation shall have any cumulative voting rights.

(C) Dividends. Each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common Stock then outstanding, regardless of class, when, if and as such dividends are declared and paid; provided, however, that if dividends are declared which are payable in Common Stock or other voting securities (or options or warrants for or securities convertible into Common Stock or other voting securities or other rights to subscribe for or to purchase Common Stock or other voting securities), the dividends payable to holders of Class A Stock will be paid in shares of Class A Stock or such other voting securities (or options or warrants for or securities convertible into shares of Class A Stock or such other voting

securities or other rights to subscribe for or to purchase shares of Class A Stock or such other voting securities, as the case may be), and the dividends payable to holders of Class B Stock will be paid in shares of Class B Stock or other non-voting securities which are otherwise identical to such voting securities and which are convertible into or exchangeable for such voting securities on the same terms as the Class B Stock is convertible into the Class A Stock (or options or warrants for or securities convertible into shares of Class B Stock or such non-voting securities or other rights to subscribe for or to purchase shares of Class B Stock or such non-voting securities, as the case may be).

(D) Conversion of Class B Stock.

(1) At any time and from time to time, each holder of Class B Stock will be entitled to convert any and all of the shares of such holder's Class B Stock into the same number of shares of Class A Stock at such holder's election (appropriately adjusted to reflect stock splits, reorganizations, consolidations, and similar changes effected after the initial issuance of Class A Stock). Notwithstanding any right of conversion of Class B Common Stock provided for above, no such shares of Class B Common Stock originally issued by the Corporation to a bank holding company or an affiliate of a bank holding company shall be converted into shares of Class A Common Stock by the original holder or any direct or indirect transferee thereof such that immediately after such conversion such person and its affiliates would own more than 4.9% of any class of voting securities of the Corporation, unless such shares are being distributed, disposed of or sold in any one of the following transactions (each a "Conversion Event"):

(a) such shares are being sold in a public offering of such shares registered under the Securities Act of 1933 or a public sale pursuant to Rule 144 of the Securities and Exchange Commission or any similar rule then in force;

(b) such shares are being sold (including by virtue of a merger, consolidation or similar transaction involving the Corporation) to a person or group of persons (within the meaning of the Securities Exchange Act of 1934, as amended (the "1934 Act")) and, after such sale, such person or group of persons in the aggregate would own or control securities of the Corporation (excluding any Class A Common Stock converted and disposed of in connection with such Conversion Event) which possess in the aggregate the ordinary voting power to elect a majority of the Corporation's directors;

(c) such shares are being sold to a person or group of persons (within the meaning of the 1934 Act) and, after such sale, such person or group of persons in the aggregate would not own, control or have the right to acquire more than two percent of the outstanding securities of any class of voting securities of the Corporation, or

(d) such shares are being sold in any other manner permitted by the Federal Reserve Board.

For purposes of this paragraph, "persons" shall include any natural person and any corporation, partnership, joint venture, trust, unincorporated organization and any other entity or organization and percentages of the Corporation's outstanding voting securities shall include shares issuable upon exercise or conversion of Class B Common Stock and other convertible securities, options, warrants or other similar instruments owned by such bank holding company, its transferees and their respective affiliates, but shall not include shares issuable upon exercise or conversion of convertible securities, options, warrants or other similar instruments owned by any other person.

(2) Each conversion of shares of Class B Stock into shares of Class A Stock will be effected by the surrender of the certificate or certificates representing the shares to be converted (or an affidavit of a holder thereof to the effect that any such certificate has been lost, stolen or destroyed (a "Lost Stock Affidavit"), together with any bond which the board of directors may request as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed (an "Indemnity Bond")), at the principal executive office of the Corporation (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holder or holders of the Class B Stock) at any time during normal business hours, together with a written notice by the holder of such Class B Stock stating that such holder desires to convert the shares, or a stated number of the shares, of Class B Stock represented by such certificate or certificates into Class A Stock and that upon such conversion such holder and its affiliates will not directly or indirectly own, control or have the power to vote a greater quantity of securities of any kind issued by the Corporation than such holder and its affiliates are permitted to own, control or have the power to vote under any applicable law or under any regulation, rule or other requirement of any governmental authority (and such statement will obligate the Corporation to issue such Class A Stock). Such conversion will be deemed to have been effected as of the close of business on the date on which such certificate or certificates (or such Lost Stock Affidavit and related Indemnity Bond, if any) have been surrendered and such written notice has been received, and at such time the rights of the holder of the converted Class B Stock as such holder will cease and the person or persons in whose name or names the certificate or certificates for shares of Class A Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Class A Stock represented thereby.

(3) Promptly after such surrender and the receipt of such written notice, the Corporation will issue and deliver in accordance with the surrendering holder's instructions (i) the certificate or certificates for the Class A Stock issuable upon such conversion and (ii) a certificate representing any Class B Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted.

(4) In the case of, and as a condition to, any capital reorganization of, or any reclassification of the capital stock of, the Corporation (other than a subdivision or combination of shares of any class of Common Stock into a greater or lesser number of shares (whether with or without par value) or a change in the par value of any class of Common Stock or from par value to no par value, or from no par value to par value) or in the case of, and as condition to, the consolidation or merger of the Corporation with or into another corporation (other than a merger in which the Corporation is the surviving corporation and which does not result in any reclassification of outstanding shares of Common Stock), each share of Class B Stock shall be reclassified so as to be convertible into the number of shares of stock or other securities or property receivable by the holders of the Class A Stock in such transaction and, in any such case, appropriate adjustment shall be made in the application of the provisions set forth in this paragraph (D) with respect to the rights and interests thereafter of the holders of Class B Stock to the end that the provisions set forth in this paragraph (D) (including provisions with respect to the conversion rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other securities or property thereafter deliverable upon the conversion of the shares of Class B Stock.

(5) Shares of Class B Stock which are converted into shares of Class A Stock as provided herein shall not be reissued.

(6) The Corporation will at all times reserve and keep available out of its authorized but unissued shares of Class A Stock, solely for the purpose of issue upon the conversion of the Class B Stock as provided in this paragraph (D), such number of shares of Class A Stock as shall then be issuable upon the conversion of all then outstanding shares of Class B Stock (assuming that all such shares of Class B Stock are held by persons entitled to convert such shares into Class A Stock).

(7) The issuance of certificates for Class A Stock upon conversion of Class B Stock will be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of Class A Stock. The Corporation will not close its books against the transfer of Class B Stock or of Class A Stock issued or issuable upon conversion of Class B Stock in any manner which would interfere with the timely conversion of Class B Stock.

(E) Subdivisions or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of the other classes of Common Stock will be proportionately subdivided or combined.

(F) Liquidation Rights. After payment or provision for payment of the debts and other liabilities of the Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of the Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than fifty percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133, City of Miami, County of Miami-Dade, State of Florida and the name of its initial registered agent at such office is Peter W. Klein.

ARTICLE VI

The board of directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

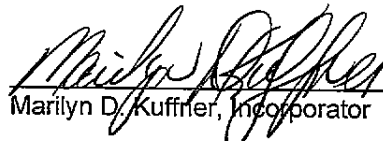
ARTICLE VII

The name of the Incorporator is Marilyn D. Kuffner and the address of the Incorporator is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE VIII

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of February, 1999.


Marilyn D. Kuffner, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CORVEST GROUP, INC. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes §607.0505.


Peter W. Klein

Dated: February 19, 1999

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