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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

ACCT#: 104075003305

CONTACT: NANCY M PORCARI

PHONE: (561)659-5990

FAX #: (561)659-6313

NAME: Advantage Bankshares, Inc.

AUDIT NUMBER.....H99000006128

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 1999

AKERMAN, SENTERFITT

SUBJECT: ADVANTAGE BANKSHARES, INC.
REF: W99000006225

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.

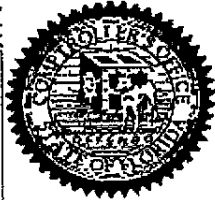
Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

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) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000006128
Letter Number: 599A00012343



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 18, 1999

Ms. Sherry Wertz
Akerman, Senterfitt & Eidson, P.A.
Phillips Point East Tower
Suite 900
777 South Flagler Drive
West Palm Beach, FL 33401

Dear Ms. Wertz:

Re: "Advantage Bankshares, Inc."

Reference is made to your letter/fax dated March 18, requesting approval of the above-referenced corporate name which will be a holding company for Advantage Bank, located in Palm Beach Gardens, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

**ARTICLES OF INCORPORATION
OF
ADVANTAGE BANKSHARES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is Advantage Bankshares, 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 million (1,000,000) shares of common stock, par value ONE CENT AND NO/100 DOLLAR (\$.01) 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 four (4) 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).

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

The names and addresses of the initial Directors of this Corporation are as follows:

R. Michael Caldwell
13085 Coastal Circle
Palm Beach Gardens, Florida 33410

David A. Friedman
7876 Dorchester Road
Boynton Beach, Florida 33437

Herman Jeffer
19950 Beach Road, Apt. 8N
Jupiter, Florida 33469

Alan Tucker
3440 South Ocean Boulevard, 502 S.
Palm Beach, Florida 33480

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

Alan Tucker, President

Herman Jeffer, 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 11th day of March, 1999.

Russell T. Kamradt

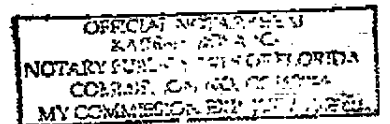
Russell T. Kamradt, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 11th day of March, 1999, by Russell T. Kamradt, who is personally known to me.

Karen Bozarge

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



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

Advantage Bankshares, 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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TALLAHASSEE, FLORIDA