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DIVISION OF CORPORATIONS
2003 NOV -4 PM 2:30

Merger
HPS

11-4-03

**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

ROD JONES
rjones@shutts-law.com

Phone: 407-835-6906
Fax: 407-849-7206

August 1, 2003

Ms. Karon Beyer
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

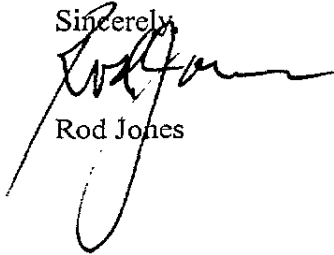
**Re: Interaudi Florida Interim Bank; Document No. P99000098707
Articles of Merger**

Dear Ms. Beyer:

As discussed in our recent telephone conversation, please find enclosed the plan and agreement of merger of Interaudi Florida Interim Bank with and into Bank Audi (U.S.A.), a New York banking corporation (the "Plan") together with certificates of the New York Banking Department evidencing (i) approval of the Plan by the New York Superintendent of Banks (the "Superintendent"), (ii) the filing of the Plan in the Office of the Superintendent, and (iii) the effectiveness of the Plan as of May 1, 2003. Also enclosed is Shutts & Bowen's check payable to the Department of State in the amount of \$87.50, to cover the cost of filing the Plan and the return of two certified copies.

Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the enclosures, please do not hesitate to call me.

Sincerely,


Rod Jones

Enclosures

cc: Mr. Bruce Ricca
Mr. Joseph G. Audi
Mr. Nabil J. Achkar
Bowman Brown, Esq.

ORLDOCS 10184335.1 RJ



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 10, 2003

Rod Jones
% Shutts & Bowen LLP
Post Office Box 4956
Orlando, FL 32802

SUBJECT: INTERAUDI FLORIDA INTERIM BANK
Ref. Number: P99000098707

We have received your document for INTERAUDI FLORIDA INTERIM BANK and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Articles of Merger were not attached.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 103A00055500

**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

ROD JONES
rjones@shutts-law.com

Phone: 407-835-6906
Fax: 407-849-7206

November 3, 2003

Ms. Karon Beyer
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

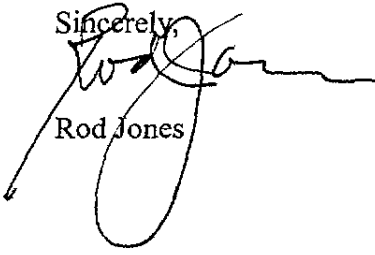
**Re: Interaudi Florida Interim Bank; Document No. P99000098707
Articles of Merger**

Dear Ms. Beyer:

As discussed in our previous telephone conversation, please find enclosed Articles of Merger (the "Articles") and the related plan and agreement of merger of Interaudi Florida Interim Bank with and into Bank Audi (U.S.A.), a New York banking corporation (the "Plan") together with certificates of the New York Banking Department evidencing (i) approval of the Plan by the New York Superintendent of Banks (the "Superintendent"), (ii) the filing of the Plan in the Office of the Superintendent, and (iii) the effectiveness of the Plan as of May 1, 2003. Shutts & Bowen's check payable to the Department of State in the amount of \$87.50, to cover the cost of filing the Articles and the Plan and the return of two certified copies, was enclosed with my letter of August 1.

Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the enclosures, please do not hesitate to call me.

Sincerely,


Rod Jones

Enclosures

cc: Mr. Bruce Ricca
Mr. Joseph G. Audi
Mr. Nabil J. Achkar
Bowman Brown, Esq.

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ARTICLES OF MERGER

OF

INTERAUDI Florida Interim Bank

AND

BANK AUDI (USA)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 NOV -4 PM 2:31

The undersigned corporations, INTERAUDI Florida Interim Bank and BANK AUDI (USA) file these Articles of Merger and certify that:

1. INTERAUDI Florida Interim Bank, a Florida banking corporation, is hereby merged with and into Bank Audi (USA), a New York banking association, pursuant to a Plan and Agreement of Merger dated as of February 3, 2003 (the "Plan of Merger"), a copy of which is attached as Exhibit A, and in accordance with the provisions of the Florida Financial Institutions Codes, the Florida Business Corporation Act, the New York Banking Law Act, and the Federal Deposit Insurance Act.

2. The surviving corporation is Bank Audi (USA), a banking association organized under the laws of the State of New York and having its principal place of business in New York, New York.

3. The merger shall be effective on May 1, 2003.

4. The Plan of Merger was approved by the Executive Committee of the Board of Directors of Bank Audi (USA) on January 17, 2003. No approval of the Plan of Merger by the shareholders of Bank Audi (USA) was required under the provisions of the New York Banking Law.

5. The Plan of Merger was approved by the Board of Directors of INTERAUDI Florida Interim Bank on January 27, 2003, and was approved by the written consent of Bank Audi (USA), acting as the sole shareholder of INTERAUDI Florida Interim Bank, on April 15, 2003, which consent was sufficient for approval of the Plan of Merger.

Dated: May 1, 2003.

INTERAUDI FLORIDA INTERIM BANK

By: 

Nabil J. Achkar,
President and Chief Executive Officer

BANK AUDI (USA)

By: 

Joseph G. Audi,
President and Chief Executive Officer

State of New York
Banking Department

I, ANTHONY CALABRESE, Deputy Superintendent of Banks of the State of New York, DO HEREBY CERTIFY that the annexed "PLAN AND AGREEMENT OF MERGER," dated as of May 1, 2003, and related documentation, providing for the merger of INTERAUDI FLORIDA INTERIM BANK, a Florida state chartered bank, with and into BANK AUDI (U.S.A.) was approved and filed in the Office of the Superintendent of Banks on May 1, 2003. The merger is to become effective at 9:00 a.m. on May 1, 2003.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Banking Department at New York, NY, this 1st day of May 2003.



Deputy Superintendent of Banks

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER
OF
INTERAUDI FLORIDA INTERIM BANK
WITH AND INTO
BANK AUDI (U.S.A.)
UNDER THE NEW YORK STATE CHARTER
OF BANK AUDI (U.S.A.)**

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is made and adopted as of May 1, 2003 by and among BANK AUDI (U.S.A.), as the receiving bank (the "Receiving Bank") and INTERAUDI FLORIDA INTERIM BANK, as the merging bank (the "Merging Bank").

The Receiving Bank is a corporation duly organized and existing under the laws of the State of New York and is subject to the provisions of Article III of the New York Banking Law (the "Banking Law").

The Merging Bank is a commercial bank duly organized and existing under the laws of the State of Florida.

The principal office of the Receiving Bank is located in the County of New York, State of New York, 19 East 54th Street, New York, New York 10022 and the principal office of the Merging Bank is located in the County of Dade, State of Florida, 200 S. Biscayne Boulevard, Suite 2650, Miami, Florida 33131.

The authorized capital stock of the Receiving Bank is 165,000 shares of common stock of the par value of \$25.00 each, 150,000 of which are issued and outstanding.

The authorized capital stock of the Merging Bank is 10,000 shares of common stock of the par value of \$100.00 each, 10,000 of which are issued and outstanding. All of such issued and outstanding shares are owned by the Receiving Bank.

Each of the Board of Directors of the Receiving Bank and the Board of Directors of the Merging Bank has, by a majority vote of such Board, approved the Plan and authorized its execution in counterparts.

The Receiving Bank is the sole stockholder of the Merging Bank, and has approved the Merger (as defined below).

In consideration of these premises, the parties hereto hereby adopt and make this plan and agreement for the merger of the Merging Bank with and into the Receiving Bank (the "Merger") and prescribe the terms and conditions of the Merger and the mode of carrying it into effect, which shall be as follows:

1. On the Effective Date (as defined in Paragraph 10 hereof), the Merging Bank shall be merged with and into the Receiving Bank, under the Organization Certificate as then in effect of the Receiving Bank, all pursuant to the provisions of, and with the effect provided in, the relevant sections of the New York Banking Law.
2. On the Effective Date, the shares of capital stock of the Merging Bank then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and each share of capital stock of the Receiving Bank issued and outstanding on the Effective Date shall continue to be issued and outstanding on and after the Effective Date unaffected by the Merger.

3. The by-laws of the Receiving Bank, as in effect immediately prior to the Effective Date, shall on and after the Effective Date continue to be the by-laws of the Receiving Bank (unless and until amended or repealed in accordance therewith or otherwise as authorized by law).
4. The persons who shall constitute Directors of the Receiving Bank on and after the Effective Date (until the next annual meeting of stockholders and until successors have been elected and qualified) shall be those persons who are Directors of the Receiving Bank immediately prior to the Effective Date. Any vacancy on the Board of Directors of the Receiving Bank immediately prior to the Effective Date shall continue on and after the Effective Date (until filled or otherwise eliminated as authorized by law).
5. The name to be borne by the Receiving Bank on and after the Effective Date (unless and until changed as authorized by law) shall be "Bank Audi (U.S.A.)".
6. The office of the Merging Bank shall become an office of the Receiving Bank.
7. As promptly as practicable after the date hereof:
 - (a) The Receiving Bank shall cause to be published notice of the Merger, in such form as may be approved by the Federal Deposit Insurance Corporation (the "FDIC"), at appropriate intervals for at least 30 days in a newspaper of general circulation in the community in which the principal offices of the Receiving Bank and the Merging Bank are located; and

- (b) This plan shall be submitted and application duly made, and all other appropriate action duly taken, to obtain any and all approvals and consents, and to satisfy all other requirements, which are required by law for the consummation of the Merger.
8. Consummation of the Merger is subject to the satisfaction of the following conditions prior to the Effective Date:
- (a) Approval of the Merger by the FDIC and by the Superintendent of Banks of the State of New York (the "Superintendent") as provided for by law;
 - (b) Receipt of any and all documents and approvals necessary to enable the Receiving Bank to continue the banking businesses of the Receiving Bank and the Merging Bank at the locations at which such businesses are conducted immediately prior to the Effective Date; and
 - (c) Receipt of any and all other approvals and consents, and the satisfaction of all other requirements, which are required by law for the consummation of the Merger.
9. This Plan may be amended or terminated at any time prior to the Effective Date, as follows:
- (a) Prior to the submission to the Superintendent for her approval contemplated in Paragraph 8(a) hereof, by vote of a majority of the members of the entire Board of Directors of the Receiving Bank and the Merging Bank;

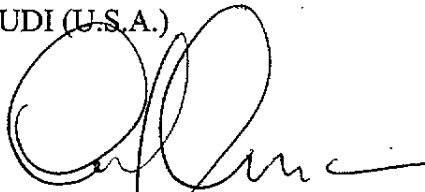
(b) After such submission but prior to such approval, by such a vote and notice of such amendment or termination to the Superintendent; and

(c) After such approval but prior to the Effective Date, by such a vote and, in the case of termination, notice to the Superintendent, and, in the case of amendment, the consent of the Superintendent.

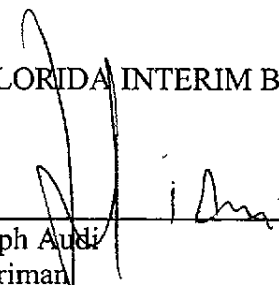
10. The Merger shall become effective on the date that the last of the conditions set forth in Paragraph 8 hereof shall have been satisfied (the "Effective Date").

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed, all as of the day and year first above written.

BANK AUDI (U.S.A.)

By: 
Name: Louis R. Cina
Title: Secretary and First Senior Vice President

INTERAUDI FLORIDA INTERIM BANK

By: 
Name: Joseph Audi
Title: Chariman

State of New York
Banking Department

*I, **ANTHONY CALABRESE**, Deputy Superintendent of Banks of the State of New York, **DO HEREBY CERTIFY:***

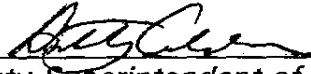
***THAT**, in accordance with the provisions of Section 601-b of Article XIII of the Banking Law, the "Plan and Agreement of Merger," dated as of May 1, 2003, by and between **BANK AUDI (U.S.A.)**, a New York chartered bank, and **INTERAUDI FLORIDA INTERIM BANK**, a Florida state chartered bank, and related documentation, providing for the merger of **INTERAUDI FLORIDA INTERIM BANK** with and into **BANK AUDI (U.S.A.)** under the name and charter of **BANK AUDI (U.S.A.)**, was filed in the Office of the Superintendent of Banks on May 1, 2003;*

***THAT**, the following banking office of Interaudi Florida Interim Bank will become a branch office of Bank Audi (U.S.A.):*

- *200 S. Biscayne Boulevard, Suite 2650, Miami, County of Dade, Florida 33131, and*

*THAT, the aforementioned merger has been recognized by this
Department as valid and effective as of 9:00 a.m. on May 1, 2003.*

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal of
the Banking Department at New York, NY,
this 1st day of May 2003.*



Deputy Superintendent of Banks

State of New York
Banking Department

I, ANTHONY CALABRESE, Deputy Superintendent of Banks of the State of New York, DO HEREBY CERTIFY THAT the merger of INTERAUDI FLORIDA INTERIM BANK, a Florida state chartered bank headquartered in Miami, Florida, with and into BANK AUDI (U.S.A.) under the name and charter of BANK AUDI (U.S.A.) was approved by the Superintendent of Banks on April 24, 2003.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Banking Department at New York, NY, this 1st day of May 2003.



Deputy Superintendent of Banks