



V39450

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

Our File Number: 17834.00003
Writer's Direct Dial Number: 305-376-6038
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September 27, 1999

Ms. Thelma Lewis
Florida Department of State
409 East Gaines
Tallahassee, Florida 32399

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-09/30/99--01001--003
*****70.00 *****70.00

RE: Amtrade International Bank of Florida/Amtrade International Bank of Georgia
Merger

Ms. Lewis:

As per your instructions, enclosed please find the following:

1. Original Articles of Merger of Amtrade International Bank of Florida Into Amtrade International Bank of Georgia;
2. Copy of Plan of Merger of Amtrade International Bank of Florida Into Amtrade International Bank of Georgia; and
3. Check in the amount of \$70.00 payable to Florida Dept. of State.

Should you have any questions, please feel free to contact me at (305) 376-6038.

Very truly yours,

Paul Bances

cc: Richard J. Bischoff, Esq.
Robert C. Glustrom
Heberto R.C. Espinosa

9/28/99
Karen Beyer, authorized merger to
be filed with Fla. Department of State
without surffice

FILED
99 SEP 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

248478.1

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T. LEWIS SEP 28 1999



GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

Our File Number: 17834.3

September 7, 1999

Florida Secretary of State
409 E. Gaines
Tallahassee, Florida 32399

**Re: Articles of Merger of AmTrade International Bank of Florida Into
AmTrade International Bank of Georgia**

Dear Sir/Madam:

Enclosed please find the above-referred to Articles of Merger for filing with your office.

Please do not hesitate to call the undersigned if you have any questions or comments.

Very truly yours,

Richard J. Bischoff

Enclosure
247121.1

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMTRADE INTERNATIONAL BANK OF FLORIDA, INC., a Florida corporation,
V39450.

INTO

AMTRADE INTERNATIONAL BANK OF GEORGIA, a Georgia corporation not
qualified in Florida.

File date: September 28, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
AMTRADE INTERNATIONAL BANK OF FLORIDA
INTO
AMTRADE INTERNATIONAL BANK OF GEORGIA

FILED
99 SEP 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 7-1-532 of the Georgia Code, the undersigned parties adopt the following Articles of Merger:

1. The names of the parties to the Plan of Merger are: **AMTRADE INTERNATIONAL BANK OF GEORGIA** ("Surviving Bank") and **AMTRADE INTERNATIONAL BANK OF FLORIDA** ("AMTRADE Florida"). The name of the resulting bank shall be: **AMTRADE INTERNATIONAL BANK OF GEORGIA**.

2. The county of the location of the registered office of the Surviving Bank is Fulton County, Georgia. The county of the location of the registered office of AMTRADE Florida is Miami-Dade County, Florida.

3. (a) **Adoption of the Plan of Merger by the Surviving Bank.** All of the Directors of the Surviving Bank adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Board of Directors executed at 11 : 00 AM in Miami (City), Florida (State) on May 6, 1999. The Sole Shareholder of the Surviving Bank adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Shareholders executed at 11 : 00 AM in Miami (City), Florida (State) on May 6, 1999. Since both the Sole Shareholder and the Directors of the Surviving Bank acted by Written Consent, no notice of a meeting was required.

(b) **Adoption of the Plan of Merger by AMTRADE Florida.** All of the Directors of AMTRADE Florida adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Board of Directors executed at 11 : 00 AM in Miami (City), Florida (State) on May 6, 1999. The Sole Shareholder of AMTRADE Florida adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Shareholders executed at 11 : 00 AM in Miami (City), Florida (State) on May 6, 1999. Since both the Sole Shareholder and the Directors of AMTRADE Florida acted by Written Consent, no notice of a meeting was required.

4. The names and addresses of the first Directors of the Surviving Bank shall be:

- (i) Robert C. Glustrom 96 Peachtree Circle
Atlanta, GA 30309
- (ii) Herberto R. C. Espinosa 3804 ALHAMBRA CR.
CORAL GABLES, FL
33134
- (iii) Susanne Keough 669 Yorkshire Ad.
Atlanta GA 30306
- (iv) George L. Ruff 66 QUEEN STREET APT 2901
HONOLULU, HI 96813
- (v) Gail Wilson Gail Wilson
P.O. Box 550791
Atlanta, GA 30355

5. The Plan of Merger is attached hereto as Exhibit A.

6. The Surviving Bank hereby declares, which declaration is certified by the authorized officers whose signatures appear below, that a request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by Subsection (d) of Section 7-1-532 of the Georgia Code.

7. The effective date of the merger shall be May 31, 1999.

Signed this 6th day of May, 1999, by two duly authorized officers of each of the parties hereto.

AMTRADE INTERNATIONAL BANK OF GEORGIA

By: Robert C. Glustrom
Print Name: Robert C. Glustrom
Its: Chairman

By: [Signature]
Print Name: ROBERTO RC ESPINOSA
Its: PRESIDENT & CEO

AMTRADE INTERNATIONAL BANK OF FLORIDA

By: Robert C. Glustrom
Print Name: Robert C. Glustrom
Its: Chairman

By: [Signature]
Print Name: ROBERTO RC ESPINOSA
Its: PRESIDENT & CEO

STATE OF FLORIDA

COUNTY OF Miami-Dade

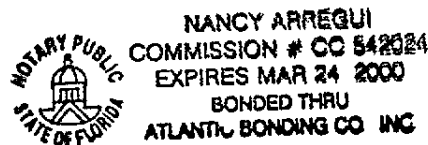
)
) SS:
)

The foregoing instrument was acknowledged before me on April 22, 1999 by Robert C Glustrom as Chairman of Int'l BK of Georgia known personally by me or having presented _____ as identification.

Nancy Arregui
Notary Public,
Name: Nancy Arregui
Title: _____

My Commission Expires: 3/24/2000

[NOTARIAL SEAL]



STATE OF Florida

COUNTY OF Miami-Dade

)
) SS:
)

The foregoing instrument was acknowledged before me on April 22, 1999 by Robert C Glustrom as Chairman of Int'l BK of Florida known personally by me or having presented _____ as identification.

Nancy Arregui
Notary Public,
Name: Nancy Arregui
Title: _____

My Commission Expires: 3/24/2000

[NOTARIAL SEAL]



STATE OF FLORIDA

)

SS:

COUNTY OF MIAMI-DADE

)

The foregoing instrument was acknowledged before me on May 6, 1999 by Heberto R. C. Espinosa, as President and CEO of AmTrade International Bank of Georgia, known

~~on having presented~~

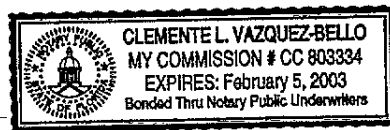
~~as identification.~~

as identified
R3e/b

Clemente L. Vazquez-Bello

My Commission Expires: 02/05/2003

[NOTARIAL SEAL]



STATE OF FLORIDA

)

) SS:

COUNTY OF MIAMI-DADE

1

The foregoing instrument was acknowledged before me on May 6, 1999 by Heberto R. C. Espinoza, as President and CEO of AmTrade International Bank of Florida, known

~~or having presented~~

~~as identification.~~

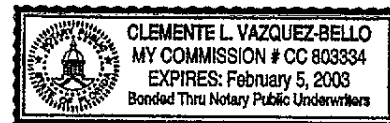
as identified by

H. Bell

Clemente L. Vazquez-Bello

My Commission Expires: 02/05/2003

[NOTARIAL SEAL]



**PLAN OF MERGER
OF
AMTRADE INTERNATIONAL BANK OF FLORIDA
INTO AND WITH
AMTRADE INTERNATIONAL BANK OF GEORGIA**

AMTRADE INTERNATIONAL BANK OF GEORGIA, a Georgia state-chartered bank, and AMTRADE INTERNATIONAL BANK OF FLORIDA, an agreement corporation organized under the laws of Florida, hereby adopt the following Plan of Merger pursuant to Georgia Code Section 7-1-531:

1. The names of the corporations proposing to merge are **AMTRADE INTERNATIONAL BANK OF GEORGIA** ("AMTRADE Georgia") and **AMTRADE INTERNATIONAL BANK OF FLORIDA** ("AMTRADE Florida"), its wholly owned subsidiary. AMTRADE Georgia is the parent corporation and shall be the surviving corporation.

2. The name of the resulting bank shall be: **AMTRADE INTERNATIONAL BANK OF GEORGIA** (the "Surviving Bank").

3. The persons who shall constitute the Board of Directors of the Surviving Bank after the merger shall be:

Robert C. Glustrom
Herberto R. C. Espinosa
Susanne Keough
George L. Ruff
Gail Wilson

4. The Surviving Bank is the Sole Shareholder of AMTRADE Florida and therefore, the conversion of the shares and/or the conversion of any rights to acquire shares of AMTRADE Florida are not applicable.

5. All of the Directors of the Surviving Bank adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Board of Directors executed effective as of May 6, 1999, and therefore, no notice of a meeting was required. In the same Written Consent, the Board of Directors of the Surviving Bank, waived any applicable mailing requirement contained in Florida Statutes Section 607.1104(2).

6. The Sole Shareholder of the Surviving Bank adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Shareholders executed effective as of May 6, 1999, and therefore, no notice of a meeting was required.

7. All of the Directors of AMTRADE Florida adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Board of Directors executed effective as of May 6, 1999, and therefore, no notice of a meeting was required.

8. The Sole Shareholder of AMTRADE Florida adopted this Plan of Merger by Written Consent in Lieu of a Special Meeting of the Shareholders executed effective as of May 6, 1999, and therefore, no notice of a meeting was required. Due to the approval of this Plan of Merger by the Sole Shareholder of AMTRADE Florida, the provisions of Florida Statutes Sections 607.1104(b)(4) and 607.1320, regarding the shareholders which would be entitled to vote and who dissent from the merger, are not applicable.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger effective as of the 6th day of May, 1999.

**AMTRADE INTERNATIONAL BANK OF
GEORGIA**

By: Robert C. Glusman
Print Name: Robert C. Glusman
Its: Chairman

**AMTRADE INTERNATIONAL BANK OF
FLORIDA**

By: Robert C. Glusman
Print Name: Robert C. Glusman
Its: Chairman

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

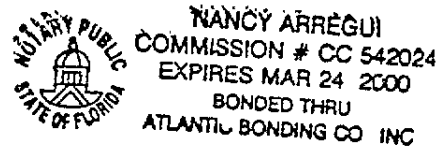
)
) ss:
)

The foregoing instrument was acknowledged before me on April 22, 1999 by Robert Calustro as Chairman of Antirade Int'l Bldg of Georgia known personally by me or having presented _____ as identification.

Nancy Arregui
Notary Public,
Name: Nancy Arregui
Title: _____

My Commission Expires: 3/24/2000

[NOTARIAL SEAL]



STATE OF FLORIDA

COUNTY OF Miami-Dade

)
) ss:
)

The foregoing instrument was acknowledged before me on April 22, 1999 by Robert Calustro as Chairman of Antirade Int'l Bldg of Florida known personally by me or having presented _____ as identification.

Nancy Arregui
Notary Public,
Name: Nancy Arregui
Title: _____

My Commission Expires: 3/24/2000

[NOTARIAL SEAL]

