

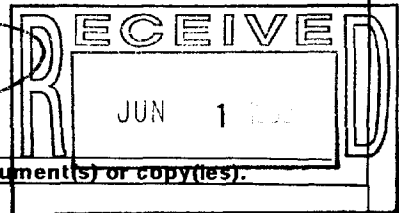
06-17-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101067443

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MD 6-1-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
12-11-1998

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12-11-1998

Name Popular Bank of Florida

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name BAC Florida Bank

DBA/AKA/TA _____

Composed of _____

Address (line 1) 848 Brickell Avenue

Address (line 2) Suite 800

Address (line 3) Miami

Florida

33131

City

State/Country

Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Florida

06/17/1999 DNGUYEN 00000053 75614870

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mitchell H. Stabbe

Mitchell H Stabbe

June 1, 1999

Name of Person Signing

Signature

Date Signed

Domestic Representative Name and Address

Enter for the first Receiving Party only.

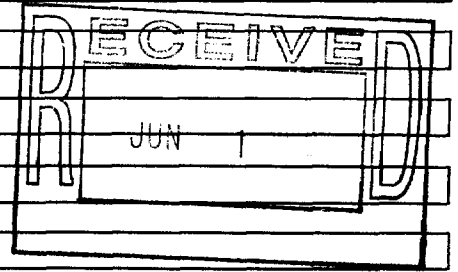
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75614870"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mitchell H. Stabbe

Mitchell H Stabbe

June 1, 1999

Name of Person Signing

Signature

Date Signed

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of BAC FLORIDA BANK, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 436450.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of May, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

OF

POPULAR BANK OF HIALEAH

FILED
SEP 19 1 54 PM '13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, with and under the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

POPULAR BANK OF HIALEAH

and its place of business shall be at 1601 East 4th Avenue
in the City of Hialeah
in the County of Dade and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general banking business with all the rights, powers and privileges granted and conferred by the banking laws of the State of Florida, regulating the organization, powers and management of banking corporations.

ARTICLE III

The amount of capital stock authorized, and with which the corporation will begin business, shall be SIX HUNDRED THOUSAND DOLLARS (\$ 600,000.00) of Common stock to be divided into SIXTY THOUSAND (60,000) SHARES of the par value of TEN DOLLARS (\$ 10.00) each; the amount of surplus with which the corporation will begin business shall be TWO HUNDRED FIFTY THOUSAND DOLLARS (\$ 250,000.00) and the amount of undivided profits ONE HUNDRED FIFTY THOUSAND DOLLARS (\$ 150,000.00) all of which capital stock, surplus and undivided profits shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual.

and by the following named officers:

<u>NAME</u>	<u>OFFICE</u>	<u>STREET ADDRESS</u>
<u>RAFAEL CORONA</u>	<u>President</u>	<u>925 Alhambra Circle Coral Gables, Fla.</u>
<u>ORLANDO BARO</u>	<u>Exec. Vice Pres.</u>	<u>810 N.W. 30 Place Miami, Fla.</u>
<u>JORGE PEREZ</u>	<u>Cashier</u>	<u>1000 S.W. 97 Ave., Miami, Fla.</u>
_____	_____	_____
_____	_____	_____

In witness of the foregoing and of the fact that all of the stock has been subscribed for and that the undersigned incorporators have subscribed for stock in a total sum in excess of the minimum requirements of Section 608.03(2)(d) of Florida Statutes, we do hereby affix our hands and seals this 12th day of September, A. D. 1973.

[Handwritten signatures of Rafael Corona, Orlando Baro, and Jorge Perez]

STATE OF FLORIDA)
 COUNTY OF Dade) SS

Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared Jose Carrion, Rafael L. Corona, Guillermo Rubert Benjamin J. Layne, Sergio Vidal and Orlando Baro all to me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation of POPULAR BANK OF HIALEAH

and each being duly sworn severally acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 12 day of September, A. D. 1973.

(SEAL)

[Signature: Evelyn C. Scholer]
 Notary Public, State of Florida at Large.
 My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
 MY COMMISSION EXPIRES MAY 7, 1978
 GENERAL INSURANCE UNDERWRITERS, INC.

Tallahassee, Florida
September 19, 1973

I, Fred O. Dickinson, Jr., Comptroller of the State of Florida as State Commissioner of Banking, do hereby authorize the above named incorporators to form a corporation under the foregoing Articles of Incorporation for the purpose of conducting a general banking business in the State of Florida under the name of _____

POPULAR BANK OF HIALEAH

[Signature: Fred O. Dickinson, Jr.]
 Comptroller of the State of Florida
 as State Commissioner of Banking

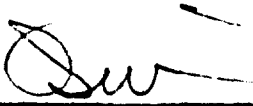
OF
POPULAR BANK OF HIALEAH

The undersigned officers of Popular Bank of Hialeah, Hialeah, Florida, do hereby certify that the Board of Directors of said bank approved and proposed to the shareholders thereof amendment of Article III of the Articles of Incorporation of said bank as set out herein and that thereafter on the 19th day of February, A. D. 1976, at the annual meeting of the shareholders called and held in compliance with Section 607,181, Florida Statutes, and with the Articles of Incorporation and by-laws of said bank, at the office of the bank in Hialeah, Florida, at which meeting the holders of a majority of the outstanding capital stock were present, the said shareholders passed a resolution increasing the capital from \$600,000 to \$800,000 by the sale for cash of 20,000 shares of new stock of the par value of \$10.00 each at \$20.00 per share, producing \$400,000 of which \$200,000 will be added to capital and \$200,000 to surplus and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be Eight Hundred Thousand Dollars (\$800,000) of common stock to be divided into Eighty (80,000) shares of the par value of Ten Dollars (\$10.00) each.


(Corporate Seal)


Orlando Baró, President


Alberto Fernández, Acting Cashier

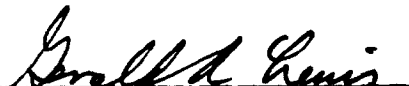
STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 8th day of March
A.D. 19 76, by Orlando Baró, President and
Alberto Fernández, Acting Cashier of
Popular Bank of Hialeah, a banking corporation of the
State of Florida, on behalf of the corporation.


Notary Public - State of Florida at Large
My Commission Expires:

Tallahassee, Florida

The foregoing amendment is hereby approved this 16th day of March,
A.D. 19 76.


Comptroller of the State of Florida
as State Commissioner of Banking

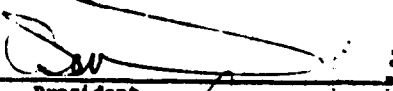
AMENDMENT OF
ARTICLES OF INCORPORATION
OF
Popular Bank of Hialeah

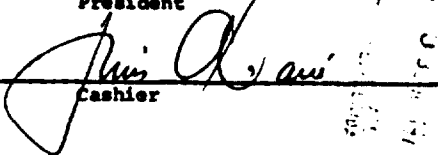
The undersigned officers of Popular Bank of Hialeah, Hialeah, Florida, do hereby certify that the Board of Directors of said bank approved and proposed to the shareholders thereof amendment of Article III of the Articles of Incorporation of said bank as set out herein and that thereafter on the 17th day of November, A. D. 1977, at a special meeting of the shareholders called and held in compliance with Section 607.181, Florida Statutes, and with the Articles of Incorporation and by-laws of said bank, at the office of the bank in Hialeah, Florida, at which meeting the holders of a majority of the outstanding capital stock were present, the said shareholders passed a resolution increasing the capital from \$800,000 to \$1,200,000 by the sale for cash of 40,000 shares of new stock of the par value of \$10.00 each at \$12.50 per share, producing \$500,000 of which \$400,000 will be added to capital and \$100,000 to surplus and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be One Million Two Hundred Thousand Dollars \$1,200,000 of common stock to be divided into One Hundred Twenty Thousand (120,000) shares of the par value of Ten Dollars (\$10.00) each.

(Corporate Seal)



President


Cashier

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 21st day of November
A.D. 19 77, by Orlando Baro, President and
Luis A. Jans, Cashier of
POPULAR BANK OF HIALEAH, a banking corporation of the
State of Florida, on behalf of the corporation.



Notary Public - State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES: NOV 28, 1978
RECORDED IN THE PUBLIC RECORDS OF THE STATE OF FLORIDA

Tallahassee, Florida

The foregoing amendment is hereby approved this 15th day of December,
A.D. 19 77.



Comptroller of the State of Florida
as State Commissioner of Banking

A-1065

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
Popular Bank of Florida


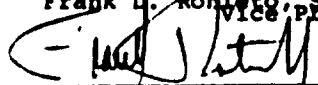
FILED
1984 JUN -2 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Popular Bank of Florida, Hialeah, Florida, do hereby certify that the Board of Directors of said bank approved and proposed to the shareholders thereof amendment of Article III of the Articles of Incorporation of said bank as set out herein and that thereafter on the 27th day of June, A.D. 1984, at a special meeting of the shareholders called and held in compliance with Section 607.181, Florida Statutes, and with the Articles of Incorporation and by-laws of said bank, at the office of the bank in Hialeah, Florida, at which meeting the holders of a majority of the outstanding capital stock were present, the said shareholders passed a resolution increasing the capital from \$1,200,000 to \$1,400,000 by the sale for cash of 20,000 shares of new stock of the par value of \$10.00 each at \$73.00 per share, producing \$1,460,000 of which \$200,000 will be added to capital and \$1,260,000 to surplus and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be One Million Four Hundred Thousand Dollars \$1,400,000 of common stock to be divided into One Hundred Forty Thousand (140,000) shares of the par value of Ten Dollars (\$10.00) each.

(Corporate Seal)


Frank D. Robleto, Senior Vice President

Frank Ratmiroff, Vice President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of June, A.D. 1984, by Frank D. Robleto, Sr. V.P., and Frank Ratmiroff, V.P., of POPULAR BANK OF FLORIDA, a banking corporation of the State of Florida, on behalf of the corporation.


Notary Public, State of Florida
at Large

My Commission expires:

Tallahassee, Florida

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 10 1988
BOUNDED THRU GENERAL INS. UNDERWRITERS

The foregoing amendment is hereby approved this 29th day of June, A.D. 1984.


Gerald Lewis
Comptroller of the State of Florida
as State Commissioner of Banking

TRADEMARK

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
POPULAR BANK OF FLORIDA

FILED
NOV 30 11 44
TALLAHASSEE, FLORIDA

The undersigned officers of Popular Bank of Florida, Hialeah, Florida, do hereby certify that the Board of Directors of said bank approved and proposed to the shareholders thereof amendment of Article III of the Articles of Incorporation of said bank as set out herein and that thereafter on the 26th day of November, 1984, at a special meeting of the shareholders called and held in compliance with Section 607.181, Florida Statutes, and with the Articles of Incorporation and by-laws of said bank, at which meeting the holders of a majority of the outstanding capital stock were present in person or by telephone in accordance with Florida law and with the Articles of Incorporation and by-laws of said bank, and at which meeting the said shareholders passed a resolution increasing the capital from \$1,400,000 to \$1,800,000 by the sale for cash of 40,000 shares of new stock of the par value of \$10.00 each at a price per share to be determined and approved by the Board of Directors and the shareholders of said bank and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be One Million Eight Hundred Thousand Dollars (\$1,800,000) of common stock to be divided into One Hundred Eighty Thousand (180,000) shares of the par value of Ten Dollars (\$10.00) each.

E. F. ...
President
F. ...
Vice President

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of November, A.D. 1984 by Ernest Fernandez, President and Ernest ..., Vice President, of the POPULAR BANK OF FLORIDA, a banking corporation of the State of Florida, on behalf of the corporation.

...
Notary Public,
State of Florida at Large

My Commission expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV 15 1986

Tallahassee, Florida

The foregoing amendment is hereby approved this 27th day of November, A.D. 19 84.

...
Comptroller of the State of Florida
as State Commissioner of Banking

TRADEMARK

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
POPULAR BANK OF FLORIDA

FILED

1986 JUL 18 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of the Popular Bank of Florida, Mialeah, Florida, do hereby certify that the Board of Directors and Shareholders of the Bank both approved amendment of Article III of the Articles of Incorporation of the Bank as set out herein at special meetings of the Board of Directors and Shareholders of the Bank held on June 24, 1985, called and held in compliance with Florida law and with the Articles of Incorporation and By-laws of the Bank, at which meetings the holders of a majority of the outstanding capital stock were present in accordance with Florida law and with the Articles of Incorporation and By-laws of said Bank, and at which meetings the said members of the Board of Directors and the Shareholders of the Bank passed a resolution increasing the capital of the Bank from \$1,800,000 to \$2,215,000 by the sale for cash of up to 41,500 shares of new stock of the par value of \$10.00 each at a price per share of \$14.00, and further designating all of the authorized 221,500 shares of the par value of \$10.00 as "Class A" shares of the Bank's common stock, and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be Two Million Two Hundred and Fifteen Thousand Dollars (\$2,215,000) of "Class A" common stock to be divided into Two Hundred Twenty-One Thousand and Five Hundred (221,500) shares of the par value of Ten Dollars (\$10.00) each.

E. J. ...
President

(CORPORATE SEAL)

[Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of June, 1985 by Ernest ...
President and A. Floyd Jones, VP & Secretary of the POPULAR BANK OF FLORIDA, a banking corporation of the State of Florida, on behalf of the corporation.

[Signature]
Notary Public
State of Florida at Large

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 10 1988
BONDED \$2000 GENERAL INS. UNDERWRITING

Tallahassee, Florida

The foregoing amendment is hereby approved this 18th day of July, A.D. 1986.

[Signature]
Comptroller of the State of Florida
as State Commissioner of Banking

TRADEMARK

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
POPULAR BANK OF FLORIDA

FILED

1985 JUL 18 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of the Popular Bank of Florida, Hialeah, Florida, do hereby certify that the Board of Directors and Shareholders of the Bank both approved amendment of Article III of the Articles of Incorporation of the Bank as set out herein at special meetings of the Board of Directors and Shareholders of the Bank held on June 24, 1985, called and held in compliance with Florida law and with the Articles of Incorporation and By-laws of the Bank, at which meetings the holders of a majority of the outstanding capital stock were present in accordance with Florida law and with the Articles of Incorporation and By-laws of the Bank, and at which meetings the said members of the Board of Directors and the Shareholders of the Bank passed a resolution increasing the capital of the Bank from \$2,215,000 to \$2,227,000 by the sale for cash of up to 1,200,000 shares of new stock of the par value of \$.01 each at a price per share to be determined and approved by the Board of Directors and Shareholders of the Bank, and further designating all of the authorized 1,200,000 shares of the par value of \$.01 as "Class B" shares of the Bank's common stock, and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be Two Million Two Hundred and Fifteen Thousand Dollars (\$2,215,000) of "Class A" common stock to be divided into Two Hundred Twenty-One Thousand and Five Hundred (221,500) shares of the par value of Ten Dollars (\$10.00) each, and Twelve Thousand Dollars (\$12,000) of "Class B" common stock to be divided into One Million Two Hundred Thousand (1,200,000) shares of the par value of One Cent (\$.01) each.

E. Fernando P.

President

(CORPORATE SEAL)

[Signature]

Secretary

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of June, 1985 by Erasmo Fernandez Palma President and [Signature] Secretary, of the POPULAR BANK OF FLORIDA, a banking corporation of the State of Florida, on behalf of the corporation.

[Signature]

Notary Public,
State of Florida at Large

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 12 1988
BONDED THRU GENERAL INV. & ALTERNATIVE

Tallahassee, Florida

The foregoing amendment is hereby approved this 18th day of July, A.D. 1986

[Signature]

Comptroller of the State of Florida
as State Commissioner of Banking

TRADEMARK

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
POPULAR BANK OF FLORIDA

FILED

1968 JUL 18 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of the Popular Bank of Florida, Hialeah, Florida, do hereby certify that the Board of Directors and Shareholders of the Bank both approved amendment of Article III of the Articles of Incorporation of the Bank as set out herein at special meetings of the Board of Directors and Shareholders of the Bank held on November 12, 1965, called and held in compliance with Florida law and with the Articles of Incorporation and By-laws of the Bank, at which meetings the holders of a majority of the outstanding capital stock were present in accordance with Florida law and with the Articles of Incorporation and By-laws of said Bank, and at which meetings the said members of the Board of Directors and the Shareholders of the Bank passed a resolution increasing the capital of the Bank from \$2,227,000 by the sale for cash of up to 3,800,000 shares of new stock of the par value of \$.01 each at a price per share to be determined and approved by the Board of Directors and Shareholders of the Bank, and amending Article III of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE III

The amount of capital stock of said corporation shall be Two Million Two Hundred and Fifteen Thousand Dollars (\$2,215,000) of "Class A" common stock to be divided into Two Hundred Twenty-One Thousand and Five Hundred (221,500) shares of the par value of Ten Dollars (\$10.00) each, and Fifty Thousand Dollars (\$50,000) of "Class B" common stock to be divided into Five Million (5,000,000) shares of the Par value of One Cent (\$.01) each.

E. F. Jones
President

(CORPORATE SEAL)

A. Floyd Jones
Secretary

STATE OF FLORIDA)
) CS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of November, A.D. 1965, by Ernest F. Jones, President and A. Floyd Jones, Secretary, of the POPULAR BANK OF FLORIDA, a banking corporation of the State of Florida, on behalf of the corporation.

Donald P. [Signature]
Notary Public
State of Florida at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 12 1968
LONGER THAN GENERAL REG. LICENSE

Tallahassee, Florida

The foregoing amendment is hereby approved this 12th day of July, A.D. 1968.

Donald P. [Signature]
Comptroller of the State of Florida,
as State Commissioner of Banking.

TRADEMARK

FILED
SEP 15 11:15

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
POPULAR BANK OF FLORIDA
FORMERLY KNOWN AS POPULAR BANK OF HIALEAH
INCORPORATED SEPTEMBER 19, 1973

The undersigned officers of the Popular Bank of Florida, Hialeah, Florida, certify that the holders of outstanding stock having not less than the minimum number of votes necessary to authorize the amendments to the corporation's Articles of Incorporation hereinafter identified, adopted such amendments by written consent without a meeting on September 8, 1986, pursuant to section 607.394, Florida Statutes (1985). The shareholders adopted amendments to (i) Article I, to conform Article I to the provisions of Section 30, Chapter 85-82, Laws of Florida, (ii) Article III, to increase the number of authorized shares of the corporation's "Class B" common stock, to create a class of perpetual preferred stock, and to provide the designations, preferences, limitations, and relative rights of the holders of each class of the corporation's capital stock, (iii) Article V, to provide that the annual meeting of stockholders of the corporation shall be held during the month of April of each year, to delete reference to the city in which the annual meeting of shareholders is to be held, to provide that the annual meeting of shareholders may be held within or without the State of Florida, to change the office of "Cashier" to "Secretary", to provide that the President need not be a director, and to provide that two or more offices of the corporation may be held by the same person, (iv) to delete Article vi and (v) add new Articles VI and VII.

The undersigned officers of the Popular Bank of Florida, Hialeah, Florida, also certify that the holders of outstanding stock having not less than the minimum number of votes necessary to do so, adopted the following restatement of the corporation's Articles of Incorporation by written consent without a meeting on September 8, 1986. The amendments included in the restatement have been adopted pursuant to section 607.194(4), Florida Statutes (1985), and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of the restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to section 607.194(4), Florida Statutes (1985), and the omission of matters of historical interest.

ARTICLE I

The name of the corporation shall be:

POPULAR BANK OF FLORIDA

and its place of business, now known as its initial place of business, pursuant to Chapter 85-82, Laws of Florida, shall be at 1601 East 4th Avenue in the City of Hialeah, in the County of Dade and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general banking business with all the rights, powers and privileges granted and conferred by the banking laws of the State of Florida, regulating the organization, powers and management of banking corporations.

ARTICLE III

The amount of capital stock of said corporation shall be Two Million Two Hundred and Fifteen Thousand Dollars (\$2,215,000) of "Class A" common stock to be divided into Two Hundred Twenty-One Thousand and Five Hundred (221,500) shares of the par value of Ten Dollars (\$10.00) each, and One Hundred Fifty Thousand Dollars (\$150,000) of "Class B" common stock to be divided into Fifteen Million (15,000,000) shares of the par value of One Cent (\$.01) each, and Three Million Six Hundred Thousand Dollars (\$3,600,000) of Perpetual Preferred Stock to be divided into Thirty Six Thousand (36,000) shares of the par value of One Hundred Dollars (\$100.00) each. The designations, preferences, limitations, and relative rights of the holders of "Class A" common stock, "Class B" common stock and perpetual preferred stock of the corporation shall be as follows: The designations, preferences, limitations and relative rights of the holders of "Class A" common stock and "Class B" common stock shall be identical except that, to the extent required by law, and only to such extent, the holders of "Class A" and "Class B" common stock shall vote by class at meetings of shareholders. The designations, preferences, limitations and relative rights of holders of perpetual preferred stock shall be (i) the right to receive a preferred, annual dividend return of 8.25%, cumulative without regard to the corporation's earnings, (ii) the right to participate with holders of other classes of the corporation's capital stock in dividend distributions by the corporation, (iii) the right to investment and dividend arrearage preference in the event of the voluntary or involuntary liquidation of the corporation to the extent permitted by law and regulation, and (iv) the right to vote in connection with the affairs of the corporation only to the extent required by Section 607.184, Florida Statutes (1985), or as the same may be hereinafter amended.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual.

ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a Board of not less than five nor more than twenty-five Directors who shall be elected annually by the stockholders at their annual meeting in the County of Dade and State of Florida or such other place, either within or without the State of Florida and may be specified in the notice of meeting during the month of April of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision; and by a President and one or more Vice Presidents and a Secretary and such other officers as may be designated in the bylaws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day and immediately after said Board of Directors shall be elected by the stockholders; provided, that any two or more offices may be held by the same person.

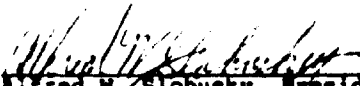
ARTICLE VI

The holders of shares of capital stock of the corporation shall have preemptive rights to purchase shares of capital stock of the corporation as may be issued for money, or any property or services actually performed for the corporation, provided, however, that no such holder shall be so entitled if the exercise of the holder's right would result in the violation of Section 658.28, Florida Statutes (1985) or the Change in Bank Control Act of 1978, 12 U.S.C. §1817(j), as either may be in effect as of the time any such holder seeks to exercise a preemptive right. The respective preemptive rights of the stockholders hereunder shall apply to shares of capital stock proposed to be issued by the corporation in the ratio of the proportion of outstanding shares of capital stock of the corporation held by the respective stockholders immediately before the proposed issuance of shares.


ARTICLE VII

At a meeting of stockholders called expressly for that purpose, any director or the entire Board of Directors of the corporation may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

(Corporate Seal)



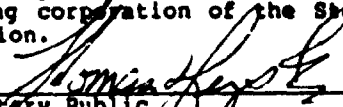
Alfred W. Slobusky, President



A. Floyd Jones, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ^{8th} day of ~~September~~, A.D., 1986, by Alfred W. Slobusky of The Popular Bank of Florida, a banking corporation of the State of Florida, on behalf of the corporation.



Notary Public
State of Florida at Large

My Commission Expires:

Tallahassee, Florida

The foregoing Amended and Restated Articles of Incorporation are hereby approved this 15th day of September, A.D. 1986.



Comptroller of the State of
Florida

(TDL)PBP-ARAI

FILED

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
Popular Bank of Hialeah

SEP 28 3 00 PM '79

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Popular Bank of Hialeah, Hialeah, Florida, do hereby certify that the Board of Directors of said bank approved and proposed to the shareholders thereof amendment of Article I of the Articles of Incorporation of said bank as set out herein and that thereafter on the 25th day of July, A. D. 1979, at a special meeting of the shareholders called and held in compliance with Section 607.181, Florida Statutes, and with the Articles of Incorporation and by-laws of said bank at the office of the bank in Hialeah, Florida, at which meeting the holders of a majority of the outstanding capital stock of said bank were present, the said shareholders passed a resolution changing the name of the bank to Popular Bank of Florida and amending Article I of the Articles of Incorporation so that in lieu of its present language it shall read:

ARTICLE I

The name of the corporation shall be:

Popular Bank of Florida

and its place of business shall be 1601 East 4th Avenue in the City of Hialeah in the County of Dade and State of Florida.

(Corporate Seal)

José L. Carrizo
Chairman of the Board
Enrique Enriquez
Cashier

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17th day of September, A.D. 1979, by José L. Carrizo, Chairman of the Board and Enrique Enriquez, Cashier of Popular Bank of Hialeah, a banking corporation of the State of Florida, on behalf of the corporation.

James Brown
Notary Public, State of Florida at Large
My Commission Expires March 6, 1980

The foregoing amendment is hereby approved on the 27th day of September, A.D. 1979.
William R. Lewis
Commissioner of Banking

TRADEMARK

44198

*
**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
BAC FLORIDA BANK**

FORMERLY KNOWN AS POPULAR BANK OF FLORIDA

AND AS

POPULAR BANK OF HIALEAH

Incorporated September 19, 1973

98 DEC 11 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The undersigned officers of BAC FLORIDA BANK, formerly known as POPULAR BANK OF FLORIDA, (the "Bank"), a Florida banking corporation, with principal place of business currently at 848 Brickell Avenue, Miami, Florida, hereby restate the Articles of Incorporation of the Bank as amended to date:

ARTICLE I

The name of the corporation shall be:

BAC FLORIDA BANK

and its place of business, now known as its initial place of business pursuant to Chapter 85-82, Laws of Florida, shall be at 1601 East 4th Avenue in the City of Hialeah, in the County of Dade and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general banking business with all the rights, powers and privileges granted and conferred by the banking laws of the State of Florida, regulating the organization, powers and management of banking corporations.

ARTICLE III

The amount of capital stock of said corporation shall be Two Million Two Hundred and Fifteen Thousand Dollars (\$2,215,000) of "Class A" common stock to be divided into Two Hundred Twenty-One Thousand and Five Hundred (221,500) shares of the par value of Ten Dollars (\$10.00) each, and One Hundred Fifty Thousand Dollars (\$150,000) of "Class B" common stock to be divided into Fifteen Million (15,000,000) shares of the par value of One Cent (\$.01) each, and Three Million Six Hundred Thousand Dollars (\$3,600,000) of Perpetual Preferred Stock to be divided into Thirty-Six Thousand (36,000) shares of the par value of One Hundred Dollars (\$100.00) each. The designations, preferences, limitations and relative rights of the holders of "Class A" common stock and "Class B" common stock shall be identical except that, to the extent required by law, and only to such extent, the holders of "Class A" and "Class B" common stock shall vote by class at meetings of shareholders. The designations, preferences, limitations and relative rights of holders of perpetual preferred stock shall be (i) the right to receive a preferred, annual dividend return

of 8.25%, cumulative without regard to the corporation's earnings, (ii) the right to participate with holders of other classes of the corporation's capital stock in dividend distributions by the corporation, (iii) the right to investment and dividend arrearage preference in the event of the voluntary or involuntary liquidation of the corporation to the extent permitted by law and regulation, and (iv) the right to vote in connection with the affairs of the corporation only to the extent required by Section 607.184, Florida Statutes (1985), or as the same may be hereinafter amended.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual.

ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a Board of not less than five nor more than twenty-five Directors who shall be elected annually by the stockholders at their annual meeting in the County of Dade and State of Florida or such other place, either within or without the State of Florida, as may be specified in the notice of meeting, during the month of April of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision; and by a president and one or more Vice Presidents and a Secretary and such other officers as may be designated in the bylaws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day and immediately after said Board of Directors shall be elected by the stockholders; provided, that any two or more offices may be held by the same person.

ARTICLE VI

The holders of shares of capital stock of the corporation shall have preemptive rights to purchase shares of capital stock of the corporation as may be issued for money, or any property or services actually performed for the corporation, provided, however, that no such holder shall be so entitled if the exercise of the holder's right would result in the violation of Section 658.28, Florida Statutes (1985) or the Change in Bank Control Act of 1978, 12 U.S.C. §1817(j), as either may be in effect as of the time any such holder seeks to exercise a preemptive right. The respective preemptive rights of the stockholders hereunder shall apply to shares of capital stock proposed to be issued by the corporation in the ratio of the proportion of outstanding shares of capital stock of the corporation held by the respective stockholders immediately before the proposed issuance of shares.

ARTICLE VII


At a meeting of stockholders called expressly for that purpose, any director or the entire Board of Directors of the corporation may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

This restatement of the Bank's Articles of Incorporation is made pursuant to Shareholders Resolution dated November 3rd, 1998, adopted by holders of outstanding stock of the Bank having not less than the minimum number of votes necessary to amend the Articles of Incorporation, and there is no discrepancy between the Articles of Incorporation as heretofore amended and this restatement thereof other than the change of name in Article I adopted by the above referred Shareholders Resolution.

WITNESS our hands and the corporate seal of the Bank.



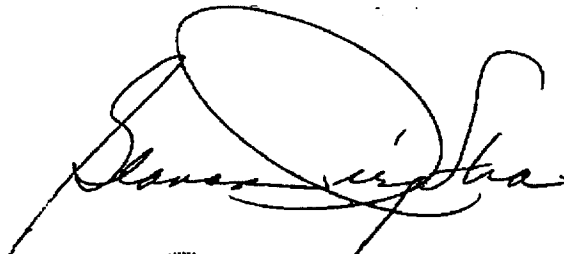
Ernesto Cruz, Vice-Chairman of the Board



Thomas P. Noonan, Under-Secretary

State of Florida)
)
County of Dade)

Acknowledged before me this 12th day of November, 1998, by Ernesto Cruz and Thomas P. Noonan, both, personally known to me, in their respective capacity as Vice-Chairman and Under-Secretary of POPULAR BANK OF FLORIDA.





Blanca Perez Stea
MY COMMISSION # CC565525 EXPIRES
June 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing amendment is hereby approved this 11th day of December, 1998.

Comptroller of Florida and Head of the
Department of Banking and Finance