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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO: New Filing Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: The Brand Banking Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert L. Sader

(Name of Person)

The Law Offices of Sader & LeMaire

(Firm/Company)

1901 W. Cypress Creek Rd, Suite 415

(Address)

Fort Lauderdale, FL 33309

(City/State and Zip code)

For further information concerning this matter, please call:

Bill Villari

(Name of Person)

at (678) 376-3236

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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06 MAY 19 PM 2:36

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 26, 2006

ROBERT L. SADER
1901 W. CYPRESS CREEK ROAD
SUITE 415
FORT LAUDERDALE, FL 33309

SUBJECT: THE BRAND BANKING COMPANY
Ref. Number: W06000019548

We have received your document for THE BRAND BANKING COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 706A00028687

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TALLAHASSEE, FLORIDA



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

May 11, 2006

Mr. Bill Villari
The Brand Banking Company
141 Hurricane Shoals Road
Lawrenceville, Georgia 30045

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Villari:

Re: The Brand Banking Company

Thank you for your recent letter/fax requesting approval of the above-referenced name which is a Georgia chartered bank located in Lawrenceville, Georgia.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name.

This Office will not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. This does not authorize the institution to engage in the business of banking or insurance in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State
Department of Financial Services – Division of Agent and Agency Services

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. The Brand Banking Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Georgia, USA 3. 580169357
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 1905 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. See attached
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 141 Hurricane Shoals Rd Lawrenceville, GA 30045
(Principal office address)

PO Box 1110 Lawrenceville, GA 30046
(Current mailing address)

8. Insurance premium financing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

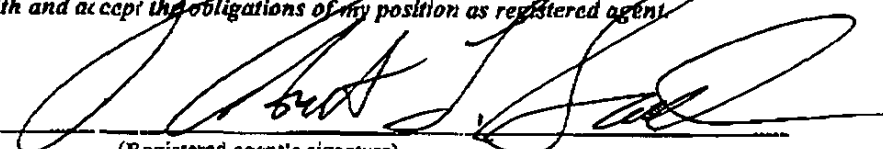
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Robert L. Sader

Office Address: 1901 W. Cypress Creek Rd, Suite 415
Fort Lauderdale, Florida 33309
(City) (Zip code)

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10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bartow Morgan, Jr.
Address: 106 Crogan Street
Lawrenceville, GA 30045

Vice Chairman: Christopher Smith
Address: 141 Hurricane Shoals Rd
Lawrenceville, GA 30045

Director: Patricia M. Thomas
Address: 2100 Grayson Highway
Grayson, GA 30017

Director: James A. Henderson
Address: 141 Hurricane Shoals Rd
Lawrenceville, GA 30045

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Christopher A. Smith
Address: 141 Hurricane Shoals Rd
Lawrenceville, GA 30045

Vice President: Ronald Marchant, III
Address: 2488 East Main Street
Snellville, GA 30078

Secretary: Barbara C. Mahaffey, COO
Address: 141 Hurricane Shoals Rd Lawrenceville, GA 30045

Treasurer: Johannes Palsson, CFO
Address: 141 Hurricane Shoals Rd Lawrenceville, GA 30045

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Christopher A. Smith
(Signature of Director or Officer listed in number 12 of the application)

14. Chris Smith, President
(Typed or printed name and capacity of person signing application)

Question #6: Date first transacted business in Florida, if prior to registration.

The company is a wholly-owned subsidiary of The Brand Banking Company d/b/a US Premium Finance (USPF) for its insurance premium finance division.

US Premium Finance has been doing business in the state of Florida since January 17th of 2003. We had a Certificate of Authority authorizing us to finance insurance premiums in the state of Florida under a different d/b/a, that had been active since December 1993. Our Certificate of Authority was discontinued in October of 2003 following conversations with both Mary Russo and Lamar Downs of the Florida Department of Financial Services. In November of 2002 and again in December of 2003, Ms. Russo orally informed us that as a subsidiary of a commercial bank we are exempt from licensure. She cited Florida Statute 627.826(2)(a). In September of 2003, Mr. Downs advised the same. As a direct result of this information, we discontinued our Certificate of Authority.

In addition, we were advised that according to Florida statute 607.1501, subsection 1, which states that a "foreign corporation may not transact business in this state until it obtains a certificate of authority." Subsection 2 goes on to give exceptions: "The following activities, among others, do not constitute transacting business within the meaning of subsection (1):", "(f) Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts", and "(i) Transacting business in interstate commerce." Our offices are in Georgia. We finance insurance premiums through licensed insurance agency's in Florida. These loans are approved or rejected in Georgia. All loans, Florida or otherwise, require acceptance and approval outside of the originating state - with the exception of Georgia loans - before they are effectuated.

Each and every insurance premium that is financed in the state of Florida is subject to Florida Documentary Stamp Taxes. USPF has paid these documentary stamp taxes to the Florida Department of Revenue since its inception.

A "Certificate of Authority" does not appear to be requirement according to the language of the Florida Statutes and according to the premium finance experts at the Florida Department of Financial Services. However, by completing the "Application by Foreign Corporation ..." we have opted to obtain a Certificate of Authority. We had two objectives in our decision to obtain the Certificate of Authority: (1) adhere to a conservative corporate philosophy, despite Florida Statute language; and (2) to simplify verification process for our insurance agents throughout the state. Will we be formally listed on a Florida Corporations website?

Should you need any additional information about our business or insurance premium finance, please feel free to contact me.

Thanks for your assistance,

Aubrey Daniels
Phone: (866) 246-9691
Fax: (866) 246-9692

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 061031342
CONTROL NUMBER : J716114
DATE INCORPORATED: 06/02/1905
JURISDICTION : GEORGIA
PRINT DATE : 04/13/2006
FORM NUMBER : 256

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TALLAHASSEE, FLORIDA

THE BRAND BANKING COMPANY
US PREMIUM FINANCE
141 HURRICANE SHOALS RD
LAWRENCEVILLE, GA 30045

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

THE BRAND BANKING COMPANY
A DOMESTIC BANK

was duly incorporated on the above date. Said corporation is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution.

This certificate is issued under the authority of Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

This certificate applies only to filings pursuant to Title 14 of the Official Code of Georgia Annotated. Information concerning bank related filings must be certified by the Georgia Department of Banking and Finance.



Cathy Cox
Cathy Cox
Secretary of State