

RESTATED ORGANIZATION CERTIFICATE OF
SIGNATURE BANK UNDER SECTION 8007 OF THE BANKING LAW

SIGNATURE BANK, a bank organized and existing under the laws of the State of New York, DOES HEREBY CERTIFY AS FOLLOWS:

The name of the corporation is SIGNATURE BANK. The original Organization Certificate was filed with the Banking Department of the State of New York on June 16, 2000.

This Restated Organization Certificate restates and further amends the provisions of the Organization Certificate. This Restated Organization Certificate (hereinafter, this "Restated Organization Certificate") provides for an increase in the number of authorized shares of common stock of Signature Bank and the elimination of the ability of the shareholders to act by the written consent of the holders of less than all of the outstanding shares. These changes will be effected upon the approval of the Restated Organization Certificate by the Superintendent of Banks and the shareholders of Signature Bank. The number of authorized shares of common stock will be increased to Sixty-Four Million Shares (64,000,000). Prior to the effectiveness of this Restated Organization Certificate, Signature Bank was authorized to issue Thirty-Nine Million shares (39,000,000) of common stock. The elimination of the ability of the shareholders to act by the written consent of the holders of less than all of the outstanding shares will conform the applicable provision of this Restated Organization Certificate with those of Section 6015 of the Banking Law. Additionally, this Restated Organization Certificate will allow the Board of Directors of Signature Bank to fix the number of shares included in any series of any class of preferred stock to be issued by the Company and to fix any or all of the designations, relative rights, preferences and limitations related to such series of preferred stock to the extent provided by Section 5002 of the Banking Law. Prior to the effectiveness of this Restated Organization Certificate, the Board of Directors of Signature Bank was not authorized to designate voting powers or conversion privileges for any series or shares of preferred stock issued by Signature Bank without the approval of the shareholders.

As so restated and further amended, the Restated Organization Certificate reads in full as follows:

FIRST. That the name by which the bank is to be known is Signature Bank.

SECOND. That the place where its principal office is to be located is 565 Fifth Avenue, New York, New York.

THIRD. That the amount of its authorized capital stock is One Million Two Hundred Fifty Thousand Dollars (\$1,250,000) and that the number of shares into

which such capital stock is to be divided is One Hundred Twenty-Five Million (125,000,000) shares with a par value of One Cent (\$0.01) per share.

FOURTH. That the shares are to be classified as common and preferred, that the number of shares of common stock is Sixty-Four Million (64,000,000) with a par value of One Cent (\$0.01) per share and the number of shares of preferred stock is Sixty-One Million (61,000,000) with a par value of One Cent (\$0.01) per share and that the Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Section 4, to provide for the issuance of the shares of preferred stock in series, to fix the number of shares in any or all series of preferred stock to be issued and to fix any or all of the designations, relative rights, preferences and limitations of any or all series of preferred stock.

FIFTH. The term of existence of the corporation is perpetual.

SIXTH. The number of directors may be increased from the current level, but in no case will the total be less than seven or more than 30.

SEVENTH. The corporation has no present plan to exercise the powers conferred by Section 100 of the Banking Law (*i.e.* fiduciary powers).

EIGHTH. That except as may otherwise be provided by the Board of Directors, no holders of any shares of stock of the Bank shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Signature Bank or any call now or hereafter authorized or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH. Whenever the shareholders are required or permitted to take any action by vote, such action may be taken, without a meeting, by written consent, setting forth the action to be taken, signed by the holders of all outstanding shares entitled to vote thereon.

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The Restated Organization Certificate was approved by resolution of the Board of Directors of SIGNATURE BANK adopted at its special meeting on March 7, 2005. This Restated Organization Certificate was approved in principle by the Superintendent of Banks on March 16, 2005. This Restated Organization Certificate was approved by a vote of the stockholders of SIGNATURE BANK on April 15, 2005.

IN WITNESS WHEREOF, Mark T. Sigona , Executive Vice President of SIGNATURE BANK and Patricia E. O'Melia, Secretary of SIGNATURE BANK have executed this Restated Organization Certificate as of the 18th day of April, 2005, and DO HEREBY CERTIFY under the penalties of perjury that the facts stated in this Restated Organization Certificate are true.

By: /s/ Mark T. Sigona
 Name: Mark T. Sigona
 Title: Executive Vice President

By: /s/ Patricia E. O'Melia
 Name: Patricia E. O'Melia
 Title: Secretary

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW)
 YORK

On the 18th day of April, before me personally came Mark T. Sigona and Patricia E. O'Melia to me known, who, being by me duly sworn, did depose and say that they are each officers of Signature Bank, the corporation described in and which executed the foregoing instrument; and that he or she signed his or her name thereto by authority of the Board of Directors.

/s/Jenny Tam

[As Filed with FDIC: 06-30-2005]