

P 960000 75309

Sept 7, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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RE: Manntee Securities, Inc.

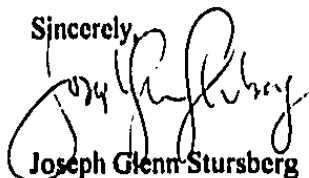
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If you have any questions, please call 561-388-9800..

Sincerely,


Joseph Glenn Stursberg

701 Lake Dr.
Sebastian, FL 32958

FILED
96 SEP -9 AM 9:53
TALLAHASSEE, FLORIDA

SEP 11 1996

Sept. 7, 1996

**ARTICLES OF INCORPORATION
OF
MANATEE SECURITIES, INC.**

FILED
96 SEP -9 AM 9:52

TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Manatee Securities, Inc.

The address of the principal office of this corporation shall be: 701 Lake Drive, Sebastian, FL 32958 and the mailing address of the corporation shall be the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences on September 10, 1996.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices

In action, either as owner, broker, agent, or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation
is: **701 Lake Drive, Sebastian, Fl 32958**

The name of the initial registered agent of this corporation at this address
is: **Joseph Glenn Stursberg**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number
of directors may be either increases or diminished from time to time by the
by-laws. The name and address of initial director(s) of this corporation
until the first annual meeting of shareholders or until their successors are
elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
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Joseph Glenn Stursberg,	701 Lake Drive, Sebastian, Fl 32958
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Linda D. Stursberg,	701 Lake Drive, Sebastian, Fl 32958
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
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Joseph Glenn Stursberg,	701 Lake Drive, Sebastian, Fl 32958
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ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested
in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Joseph K. Kirby **Subscriber**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the State and County aforesaid, this 7 day of
September, 1996.


 LINDA D. SPORSBERG
 Notary Public, State of Florida
 My Commission Expires: 8/12/98

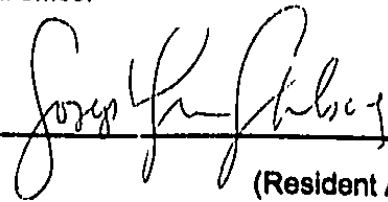
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091 Florida Statutes, the following is
submitted in compliance with said Act: First - desiring to organize under
the laws of the State of Florida has named located at as its agent to
accept service of process within the state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.

By: _____



(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -9 AM 9:52

FILED

796000075309

August 18, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find the enclosed Articles of Amendment to Articles of Incorporation. Please also find the enclosed check for \$87.50 (\$35.00 filing fee and 52.50 for certified copy).

Sincerely,

Joseph Glen Stursberg, President
Joseph Glen Stursberg, President
Manatee Financial Group, Inc

*Manatee Securities, Inc
701 Lake Drive
Sebastian, FL 32958*

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*****87.50 *****87.50

FILED
97 AUG 21 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*JPL
9/3*

N/C Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 AUG 21 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MANATEE SECURITIES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments(s) adopted: (Indicate article number(s) being amended, added, or deleted)

Article 1 - Name

The name of this corporation is:

MANATEE FINANCIAL GROUP, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: **SEPTEMBER 1, 1997**

FOURTH: Adoption of Amendment

 X The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this _____ day of _____, 1997.

Signature

Joseph Glenn Stursberg President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

Joseph Glenn Stursberg

Typed or printed name

President

Title