

May 10, 1995

P95000042001

EFFECTIVE DATE

MAY 16 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

700001457617
-05/24/95--01013--014
****122.50 ****122.50

RE: North River Locksmith, Inc.

Gentlemen:

Enclosed herewith please find two originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$122.50, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL FEES	\$122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

Virginia A. Dorris, EA
c/o American Accounting Service, Inc.
339 6th Avenue West
Bradenton, Florida 34205

MAY 30 1995 BSB

Enclosures
VAD: cc

FILED
MAY 23 PM 2:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF

North River Locksmith, Inc.

ARTICLE I - Name

The name of the corporation is: North River Locksmith, Inc. The principal office and mailing address is: 339 6th Avenue West, Bradenton, Florida 34205.

ARTICLE II - Existence

This corporation shall commence existence on the date of execution and acknowledgment of these Articles.

ARTICLE III - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 Stock for Internal Revenue purposes.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 829 8th Avenue West Palmetto, Florida 34222 and the name of the initial registered agent of this corporation at that address is Kent McFarland.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial director of this corporation is:

NAME

Kent McFarland

ADDRESS

829 8th Avenue West
Palmetto, FL 34222

FILED
95 MAY 23 PM 2: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAY 1 6 1995

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:
Kent McFarland, 829 8th Avenue West, Palmetto, Florida 34222.

ARTICLE VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLES IX - Indemnification

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

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent/Incorporator

5-16-85
Date

P95000042001

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9177
904-222-9393

800-342-886

RECEIVED

96 OCT 15 PM 3:43

DIVISION OF CORPORATION

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032 CORPORATION
REFERENCE : 120799 155222A
AUTHORIZATION : Patricia Pizant
COST LIMIT : \$ 35.00

ORDER DATE : October 15, 1996

ORDER TIME : 2:37 PM

ORDER NO. : 120799-005

CUSTOMER NO: 155222A

900001976019--9

CUSTOMER: Adron Walker, Esq
Barnes Walker, Chartered
3119 Manatee Avenue, West
Bradenton, FL 34205

DOMESTIC AMENDMENT FILING

NAME: NORTH RIVER LOCKSMITH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT 16 1996

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
96 OCT 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
NORTH RIVER LOCKSMITH, INC.**

FILED
96 OCT 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article I of the Articles of Incorporation of the above-referenced Corporation is amended to change the name of this Corporation to MANATEE LOCK & KEY, INC., and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation of this Corporation.
2. The foregoing amendment was adopted as of the date set forth below, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Sections 607.0704 and 607.0821.
3. The amendment does not provide for an exchange, reclassification, or cancellation of stock.
4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 9 day of October, 1996.


Kent M. McFarland, President