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6/03/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: HILL, WARD & MENDENSON, P.A.

DEPARTMENT OF STATE

101 E KENNEDY BLVD

STATE OF FLORIDA

SUITE 3700

409 EAST GAYNES STREET

TAMPA FL 33602-515433416-0629

TALLAHASSEE, FL 32399

CONTACT: BARBARA A MURPHY

FAX: (904) 922-4000

PHONE: (813) 221-3900

FAX: (813) 221-2900

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARCLAY FINANCIAL GROUP, INC.

FAX AUDIT NUMBER: H96000007746

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/03/1996

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23013-01
4 Pages

6/4/96
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**ARTICLES OF INCORPORATION
OF
BARCLAY FINANCIAL GROUP, INC.**

FILED
95 JUN -3 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: BARCLAY FINANCIAL GROUP, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 1123 Overcash Drive, Dunedin, Florida 34698.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 307644

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ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is STEPHEN M. HUDOBA. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 807.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name

Stephen M. Hudoba

Address

101 East Kennedy Boulevard
Suite 3700 - Barnett Plaza
Tampa, Florida 33602

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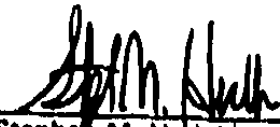
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ARTICLE VM

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Stephen M. Hudoba

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66 JUN -3 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


STEPHEN M. HUDOBA

Date:

June 3, 1976

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FROM HILL WARD HENDERSON (H97000006582 5) 4.23.97 9:11:37. 1:26/NO 4260294807 P 1

4/23/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HILL, WARD & HENDERSON, P.A.
CONTACT: BARBARA A MUMPHY
PHONE: (013)221-3900

ACCT#: 072317001716

FAX #: (013)221-2900

NAME: BARCLAY FINANCIAL GROUP, INC.

AUDIT NUMBER.....H97000006582

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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97 APR 23 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BARCLAY FINANCIAL GROUP, INC.**

WHEREAS, the Articles of Incorporation of BARCLAY FINANCIAL GROUP, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 3rd day of June, 1996;

WHEREAS, it is the intention of the sole director and of the sole stockholder of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 17th day of April, 1997;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

Article I

Name

The name of this corporation is: **MARQUIS CAPITAL, INC.**

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 17th day of April, 1997.

BARCLAY FINANCIAL GROUP, INC.


David S. Cold, President

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 507644

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