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June 17, 1997

Secretary of State
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 PM 12:46

RE: Longboat Investment Services, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named new corporation, along with the Certificate of Registered Agent, and our check in the amount of \$122.50 in payment of the following:

\$35.00	Filing fee
\$35.00	Registered Agent Designation
<u>\$52.50</u>	Certified Copy
\$122.50	

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We would appreciate your putting this corporation through as soon as possible. Thank you for your prompt attention in this matter.

Most sincerely yours,

Linda Kate Bell

LINDA KATE BELL
3117 Taunton Drive West
Bradenton, Florida 34205

RP
6-20-97

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LONGBOAT INVESTMENT SERVICES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida and under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **LONGBOAT INVESTMENT SERVICES, INC.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and principal office and mailing address of this corporation shall be: 6844 Gulf of Mexico Drive, Longboat Key, Florida.

ARTICLE III
DURATION AND EFFECTIVE DATE

The term of existence of the corporation shall be perpetual.

ARTICLE IV
PURPOSE

The general purpose(s) for which this corporation is organized are:

- (1) Advising as to the purchase and sale of securities, including (but not limited to) stocks, bonds, options, mutual funds, annuities, and other life insurance products, limited partnerships, and the management of those assets as well as financial planning and estate planning.


JOHN JAMES BROWNLEE

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LINDA KATE BELL

- (2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- (3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V CAPITAL STOCK

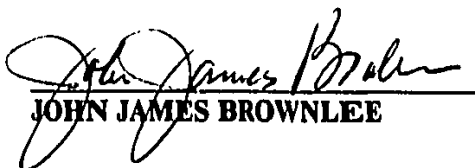
The aggregate number of shares of stock which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of \$1.00 per share. Said stock shall be fully paid and non-assessable. The stockholders shall have preemptive rights to any future stock issued by the corporation.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent for the corporation shall be attorney **RICHARD LEE BUCKLE, ESQUIRE**, and the address of said registered agent is 442 Old Main Street, Bradenton, Florida 34205, Phone: (941) 748-2424, Fax: (941) 748-2444, Florida Bar No. 160863.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of not less than one (1) member and no more than three (3), as fixed and determined from time to time by the shareholders. The Board of Directors shall have the power to formulate, amend, alter, and change the By-Laws.


JOHN JAMES BROWNLEE

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LINDA KATE BELL

The names and post office addresses of the members of the first Board of Directors are:

JOHN JAMES BROWNLEE, 3117 Taunton Drive West, Bradenton, Florida 34205

LINDA KATE BELL, 3117 Taunton Drive West, Bradenton, Florida 34205

ARTICLE VIII
INCORPORATIONS

The names and post office addresses of the incorporators are as follows:

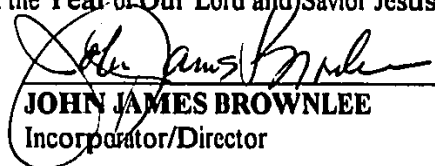
JOHN JAMES BROWNLEE, 3117 Taunton Drive West, Bradenton, Florida 34205

LINDA KATE BELL, 3117 Taunton Drive West, Bradenton, Florida 34205


ARTICLE IX
AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon the stockholders herein are granted subject to these reservations. Every amendment hereto shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto subscribed our names to these Articles of Incorporation on this 17th day of June, in the Year of Our Lord and Savior Jesus Christ, 1997.



JOHN JAMES BROWNLEE
Incorporator/Director (L.S.)



JOHN JAMES BROWNLEE

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LINDA KATE BELL

Linda Kate Bell (L.S.)
LINDA KATE BELL
Incorporator/Director

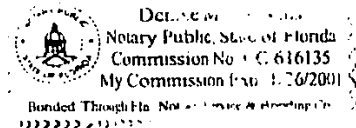
**STATE OF FLORIDA
COUNTY OF MANATEE**

BE IT REMEMBERED, that on this date before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **JOHN JAMES BROWNLEE**, to me known to be the person described as the Incorporator and Director in the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at said County and State, this 17th day of June, in the Year of Our Lord and Savior Jesus Christ, 1997.

Denise M. Hawkins
NOTARY PUBLIC
My Commission Expires:

**STATE OF FLORIDA
COUNTY OF MANATEE**



BE IT REMEMBERED, that on this date before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **LINDA KATE BELL**, to me known to be the person described as the Incorporator and Director in the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal at said County and State, this 17th day of June, in the Year of Our Lord and Savior Jesus Christ, 1997.

Denise M. Hawkins
NOTARY PUBLIC
My Commission Expires:

John James Brownlee
JOHN JAMES BROWNLEE

4 Linda Kate Bell
LINDA KATE BELL

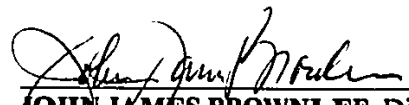

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

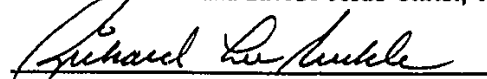
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **LONGBOAT INVESTMENT SERVICES, INC.**
2. The name and address of the registered agent and office is: **RICHARD LEE BUCKLE, ESQUIRE**, Christian Attorney and Counselor At Law, 442 Old Main Street, Bradenton, Florida 34205, Phone: (941) 748-2424, Fax: (941) 748-2444, Florida Bar No. 160863.

 (L.S.)
JOHN JAMES BROWNLEE, Director
 (L.S.)
LINDA KATE BELL, Director

Having been named as Registered Agent and to accept service of this Certificate, I, **RICHARD LEE BUCKLE, ESQUIRE**, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 17th day of June, in the Year of Our Lord and Savior Jesus Christ, 1997.


RICHARD LEE BUCKLE, ESQUIRE
Christian Attorney and Counselor At Law