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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 571023 10329A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 20, 1997

ORDER TIME : 3:42 PM

ORDER NO. : 571023-005

CUSTOMER NO: 10329A

CUSTOMER: Mr. Robert W. Darnell
HANKIN, PERSSON & DARNELL

Suite 400 & 406
2033 Main Street
Sarasota, FL 34237

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-10/21/97--01001--023
****122.50 ****122.50

DOMESTIC FILING

NAME: MBE FINANCIAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 OCT 20 AM 10:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
97 OCT 20 PM 4:26
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

SN OCT 21 1997

ARTICLES OF INCORPORATION
OF

MBE FINANCIAL GROUP, INC.

FILED

97 OCT 20 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

MBE FINANCIAL GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5860 Midnight Pass Road, Gulf Haven #26, Sarasota, Florida 34242.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5860 Midnight Pass Road, Gulf Haven #26, Sarasota, Florida 34242 and the registered agent at such office is Virginia M. Lange.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Virginia M. Lange
5860 Midnight Pass Road
Gulf Haven #26
Sarasota, Florida 34242

Peter B.A. Lange
5860 Midnight Pass Road
Gulf Haven #26
Sarasota, Florida 34242

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional

shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Virginia M. Lange
5860 Midnight Pass Road
Gulf Haven #26
Sarasota, Florida 34242


The undersigned has executed these Articles this 22nd
day of FEBRUARY, 1997


VIRGINIA M. LANGE

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for MBE FINANCIAL GROUP, INC. at the place designated in the Articles, I 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 obligations of my position as Registered Agent.

22 FEBRUARY 1997
Date


VIRGINIA M. LANGE, Registered Agent

FILED
97 OCT 20 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA