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FIRST UNITED BANK BLDG., SUITE 203
180 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
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PLEASE REPLY TO:

December 3, 1997

North Palm Beach

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

500002364255--1
-12/05/97--01064--011
*****78.75 *****78.75

Re: NAUTICA FINANCIAL CORPORATION, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<hr/>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


Warren E. Avis, Jr. 

Enclosures

97 DEC -5 PM 2:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
12-8-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -5 PM 2:32

**ARTICLES OF INCORPORATION
OF**

NAUTICA FINANCIAL CORPORATION, INC.

The undersigned incorporator MICHAEL W. BEAUPRE for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

NAUTICA FINANCIAL CORPORATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

277 SUSSEX CIRCLE, JUPITER, FLORIDA 33458

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

MICHAEL W. BEAUPRE
277 SUSSEX CIRCLE, JUPITER, FLORIDA 33458

ARTICLE V
INCORPORATOR

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

MICHAEL W. BEAUPRE
277 SUSSEX CIRCLE, JUPITER, FLORIDA 33458

ARTICLE VI
BOARD OF DIRECTORS
AND OFFICERS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

MICHAEL W. BEAUPRE
277 SUSSEX CIRCLE, JUPITER, FLORIDA 33458

The names and street addresses of the initial officers who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

President, Secretary & Treasurer:	MICHAEL W. BEAUPRE
	277 SUSSEX CIRCLE
	JUPITER, FLORIDA 33458

ARTICLE VII
NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

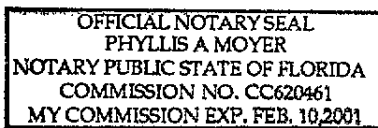
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 3rd day of December, 1997.

Michael W. Beaupre
MICHAEL W. BEAUPRE, Incorporator

STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

Before me personally appeared MICHAEL W. BEAUPRE, to me well known to be the person described and who produced Id. DL B160-559-67-458 as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 3rd day of December, 1997.



Phyllis A. Moyer
Notary Public, State of Florida at Large
Phyllis A. Moyer
Name of Acknowledger

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -5 PM 2:32

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:

NAUTICA FINANCIAL CORPORATION, INC.

2. The name and address of the registered agent and office is:

**MICHAEL W. BEAUPRE
277 SUSSEX CIRCLE, JUPITER, FLORIDA 33458**

SIGNATURE

Michael W. Beaupre

TITLE

Incorporator

DATE

DECEMBER 3, 1997

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Michael W. Beaupre
MICHAEL W. BEAUPRE

DATE

DECEMBER 3, 1997