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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002507708--4

-05/01/98--01059--007

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE MANATEE GROUP INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

K. Rolfe MAY 01 1998

Examined Initials

FILED
98 MAY -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY -1 AM 11:24
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

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

FILED
98 MAY -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: THE MANATEE GROUP INC.

ARTICLE II

The principal place of business and mailing address of this corporation is: 2450 SW 137TH AVE. SUITE 215, MIAMI, FL. 33175.

ARTICLE III

The number of shares of stock that this corporation is authorized to issue and have outstanding at any time is:

| Number of Shares | Par Value Per Share | Class of Stock |
|------------------|---------------------|----------------|
| 7500 | \$10.00 | Common |

ARTICLES IV

The name and address of the initial registered agent is: Alberto E. Morales-Roche, 12790 Sw. 16 St. Miami, Fl. 33175.

ARTICLES V

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

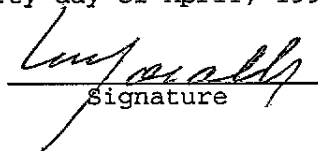
| Name | Address |
|--------------------------|---------------------------------------|
| Alberto E. Morales-Roche | 12790 Sw 16th St. Miami, Fl. 33175 |

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of person whose name are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his succesor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

| Name | Address |
|--------------------------|------------------------------------|
| Alberto E. Morales-Roche | 12790 Sw 16St. Miami, Fl. 33175 |

The undersigned incorporator has executed these Articles of Incorporation this thirty day of April, 1998.


Signature

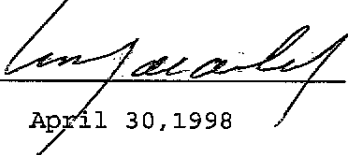
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501. 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: THE MANATEE GROUP INC.
2. The name and address of the registered agent and office is: Alberto E. Morales-Roche, 12790 Sw. 16 St., Miami, Fl. 33175.

HAS BEEN NAMED AS 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



DATE

April 30, 1998

FILED
98 MAY -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA