

P00000103550

James G. Rist  
Rist Consulting Group, Inc.  
P. O. Box 12655  
St. Petersburg, FL 33733-2655

October 1, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

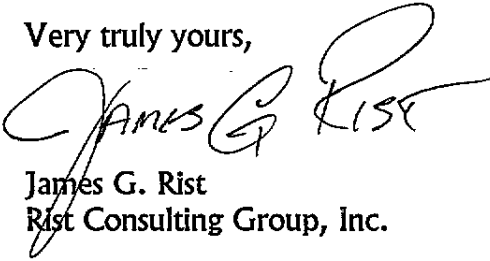
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-11/02/00-01058-024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Rist Consulting Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,

  
James G. Rist  
Rist Consulting Group, Inc.

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

check stapled here

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**ARTICLES OF INCORPORATION**

of

**RIST CONSULTING GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is Rist Consulting Group, Inc.

**ARTICLE II - DURATION**

The corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

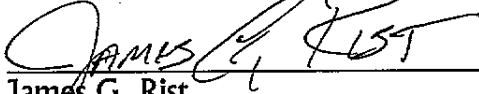
**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Cynthia Szabries  
5503 Pine Circle N.E.  
St. Petersburg, FL 33703




IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 2000.

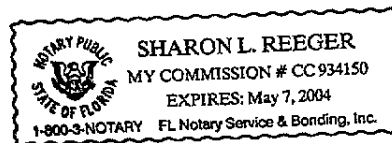
  
\_\_\_\_\_  
James G. Rist

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James G. Rist, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of October, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida/at Large  
My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

FILED  
00 NOV -2 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

CERTIFICATE OF REGISTERED AGENT  
OF  
RIST CONSULTING GROUP, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

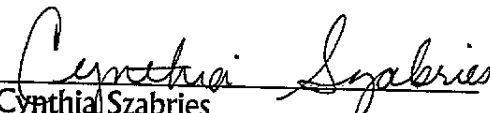
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

5503 Pine Circle N.E.  
St. Petersburg, FL 33703

has named Cynthia Szabries located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
Cynthia Szabries  
Registered Agent