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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

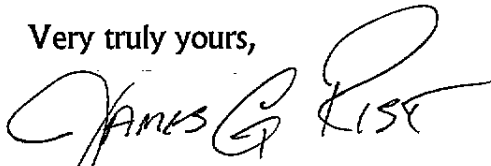
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-11/02/00-01058-024-9100
*****78.75 *****78.75

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

FILED
NOV -2 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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WC

ARTICLES OF INCORPORATION

of

RIST CONSULTING GROUP, INC.

FILED
00 NOV -2 PM 3:49
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

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

James G. Rist
403 Old Mill Pond Road
Palm Harbor, FL 34683

President

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

James G. Rist
403 Old Mill Pond Road
Palm Harbor, FL 34683

ARTICLE VIII - CORPORATE OFFICE

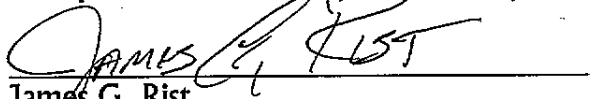
The corporation's principal office address shall be as follows:

403 Old Mill Pond Road
Palm Harbor, FL 34683

The corporation's mailing address shall be as follows:

P. O. Box 12655
St. Petersburg, FL 33733-2655

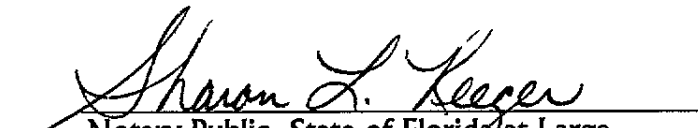
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 2000.

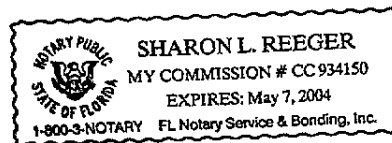

James G. Rist

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:

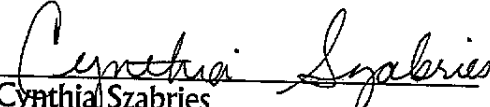
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

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