

P01000102519

SEELEY & KARATINOS, P.A.

3924 CENTRAL AVENUE
ST. PETERSBURG, FL 33711
FACSIMILE (727) 328-1608

Gregory B. Seeley (727) 328-1500
Ted E. Karatinos (727) 328-1600

Of Counsel:
Nicholas E. Karatinos (727) 328-1650

October 16, 2001

700004648647--1
-10/22/01--01076--016
*****78.75 *****78.75

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


RE: RIPLEY CONSULTING, INC.

To whom it may concern:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, and an Acceptance by Registered Agent, along with a check made out in the amount of \$78.75 for your fee.

Please file the articles and return the Certificate and charter to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,


Gregory B. Seeley
Attorney for Incorporator

GBS/gh
Enclosures: (as stated above)
cc: File, Client

2001 OCT 22 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

10/23/01

ARTICLES OF INCORPORATION

OF

RIPLEY CONSULTING, INC.

2001 OCT 22 PM 12:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for said corporation.

ARTICLE I: NAME

The name of the Corporation shall be:

RIPLEY CONSULTING, INC.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to conduct any legal business.

ARTICLE III: EXISTENCE

This corporation shall come into existence as soon thereafter as the Department of State may file these articles.

ARTICLE IV: DURATION

This corporation shall have perpetual existence.

ARTICLE V: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares with no par value.

ARTICLE VI: PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation in Florida is 861 Eden Isle Blvd. N.E., St. Petersburg, Florida 33704.

ARTICLE VII: REGISTERED AGENT'S OFFICE

The initial Registered Agent's Office for the corporation in Florida is 861 Eden Isle Blvd., N.E., St. Petersburg, Florida 33704.

ARTICLE VIII: REGISTERED AGENT

The initial Registered Agent of the corporation is Paul J. Bedinghaus at 861 Eden Isle Blvd., N.E., St. Petersburg, Florida 33704.

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator is:

Paul J. Bedinghaus
861 Eden Isle Blvd. N.E.,
St. Petersburg, Florida 33704.

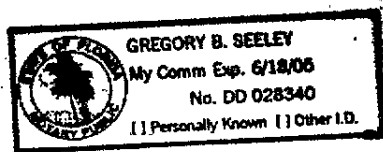
ARTICLE X: DIRECTOR


Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

IN WITNESS WHEREOF the Incorporator has hereunto set his hands on this 16th day of October, 2001.


PAUL J. BEDINGHAUS
Incorporator


PAUL J. BEDINGHAUS, who is either personally known to me or has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 16 day of October, 2001.




Notary Public

ACCEPTANCE BY REGISTERED AGENT

PAUL J. BEDINGHAUS, hereby accepts the position of Registered Agent. Further, PAUL J. BEDINGHAUS understands and accepts the duties of a Registered Agent as provided in Florida Statutes.


PAUL J. BEDINGHAUS
Registered Agent

PAUL J. BEDINGHAUS, who is either personally known to me or has produced a driver's license as identification, appeared and signed this Acceptance on this 16th day of October, 2001.


Notary Public

2001 OCT 22 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED