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1 June 2002

Office of the Florida
Secretary of State
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

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-06/06/02--01047--021
*****87.50 *****87.50

In Re: Articles of Incorporation for EXECUTIVE MANAGEMENT
ASSOCIATES, INC.

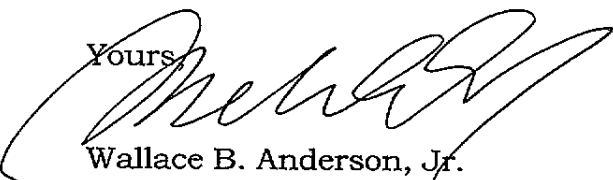
Ladies and Gentlemen:

Enclosed is the signed and dated Articles of Incorporation for
EXECUTIVE MANAGEMENT ASSOCIATES, INC.
("Articles").

Also included is my trust account check number 3023 in the amount of
\$ 87.50 to pay for:

1. The \$35.00 Filing Fee for the Articles,
2. The \$35.00 Designation of Registered Agent Fee,
3. The \$8.75 fee for a certified copy of the Articles,
4. The \$8.75 fee for a Certificate of Status.

Yours,


Wallace B. Anderson, Jr.

FILED

02 JUN -6 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

EXECUTIVE MANAGEMENT ASSOCIATES, INC.

FILED
02 JUN -6 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator of EXECUTIVE MANAGEMENT ASSOCIATES, INC, a corporation organized under the Florida Business Corporation Act, ("Corporation") adopts the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the Corporation is

EXECUTIVE MANAGEMENT ASSOCIATES, INC .

ARTICLE TWO

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address are:

4137 Saltwater Blvd., Tampa, FL 33615-5638

ARTICLE THREE

Initial Registered Agent and Initial Office

The name and address of the initial registered agent of the Corporation are: WALLACE B. ANDERSON, JR. 2202 North West Shore Blvd., Suite 200, Tampa, Florida 33607-5747

ARTICLE FOUR

Authorized Shares

The corporation shall have authority to issue 1,000 common shares with a par value of \$1.00 per share.

ARTICLE FIVE
Incorporator

The name and address of the incorporator are:

WALLACE B. ANDERSON, JR.
2202 North West Shore Blvd.
Suite 200,
Tampa Florida 33607-5747

ARTICLE SIX

Initial Directors

The corporation initially shall have two (2) directors, whose name and address :

Donald J. Tabone
4137 Saltwater Blvd., Tampa, FL
33615-5638

Wallace B. Anderson, Jr.
2202 North West Shore Blvd.
Suite 200,
Tampa Florida 33607-5747

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

A repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect a right or protection of a director of the Corporation existing at the time of the repeal or modification.

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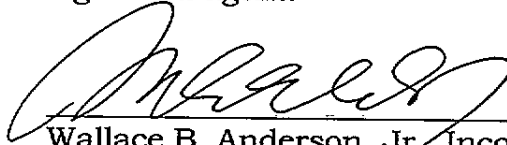
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated 1 June 2001


Wallace B. Anderson, Jr., Incorporator
and Registered Agent