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Account Name : PIPER HARBURY RUDNICK & WOLF

Account Number : 076424002364

Phone : (813) 229-2111

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EFFECTIVE DATE
8-23-02

FLORIDA PROFIT CORPORATION OR P.A.

CEF Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

02 AUG 30 PM 1:00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CEF HOLDINGS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is CEF Holdings, Inc.

II.

Term of Existence

The date when corporate existence will commence is August 23, 2002 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office and mailing address of the Corporation is 4930 Sandpiper Lane, St. Petersburg, Florida 33711.

IV.

Capital Stock

The Corporation is authorized to issue 2,000,000 shares of \$.01 par value common stock, which will be designated Common Stock. The Common Stock is divided into the following 3 classes which have all the same rights and privileges except for the voting rights as indicated.

Class	No. Shares	Voting Rights
Common Class A	180,000	2.5 Votes Per Share
Common Class B	1,720,000	1 Vote Per Share
Common Class C	100,000	Non-Voting

EFFECTIVE DATE
8-23-02

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V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

VI.

Directors

The number of directors will be as provided in the bylaws of the Corporation from time to time, but the Corporation will always have at least 1 director.

VII.

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Andrew L. McIntosh	c/o Piper Rudnick LLP 101 East Kennedy Boulevard, Suite 2000 Tampa, Florida 33602

VIII.

Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.

Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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XI.

Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 30, 2002.




Andrew L. McIntosh, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf, at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: August 30, 2002.



Andrew L. McIntosh