

Mar-05-2003 05:05 pm

From-RUDEN, MCCLOS

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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Berkman Harbert Associates, Inc.

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**ARTICLES OF INCORPORATION
OF
BERKMAN HARBERT ASSOCIATES, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "Corporation") under the Florida Business Corporation Act (the "Act").

I.

Name

The name of the Corporation shall be **Berkman Harbert Associates, Inc.**

II.

Term of Existence

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and it shall have perpetual existence thereafter.

III.

Principal Office

The principal office of the Corporation shall be:

Berkman Harbert Associates, Inc.
4908 Lyford Cay Road
Tampa, Florida 33629

IV.

Capital Stock

The Corporation shall be authorized to issue 10,000 shares of common stock having a par value of one cent (\$0.01) per share.

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V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: 4908 Lyford Cay Road, Tampa, Florida 33629. The name of its initial registered agent at such address is David Olds Harbert.

VI.

Directors

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director. The names and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified are:

NameAddress

Monroe E. Berkman

3401 South Beach Drive
Tampa, Florida 33629

David Olds Harbert

4908 Lyford Cay Road
Tampa, Florida 33629

VII.

Incorporator

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

NameAddress

David Olds Harbert

4908 Lyford Cay Road
Tampa, Florida 33629Bylaws

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

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IX.

Indemnification


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

X.

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 March 3, 2003.

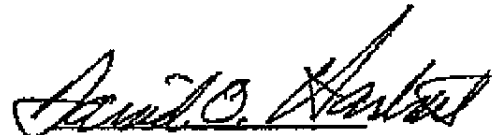


David Olds Harbert,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for the above-stated corporation, at the place designated above, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 3, 2003



David Olds Harbert,
Registered Agent