

November 22, 1994

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~~Louella J. Harris, M.A.
1356 Thomasville Circle
Lakeland, Florida 33811~~

P95000006215

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir/Ms:

Inclosed is a notarized, original set of an Articles of Incorporation which I wish to file. Upon filing of these Articles of Incorporation, please return a certified copy of the filing.

Inclosed is a check which will cover filing and certification fees.

Sincerely,

Louella J. Harris

Louella J. Harris, M.A.

LJH/jkl

Enclosures:

Articles of Incorporation
Check for fees

5000001388329
11/23/94 - 01065 - 007
***122.50 ***122.50

~~TRMCC~~
6804 Harbor View Way
Tampa, FL 33615

3002, 11/29/94
406, 12/2
404, 12/5
P95-6215



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 29, 1994

LOUELLA J. HARRIS, M.A.
1356 THOMASVILLE CIRCLE
LAKELAND, FL 33811

SUBJECT: TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION
Ref. Number: W94000025400

We have received your document for TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 794A00051092

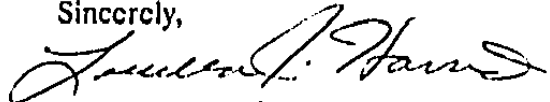
January 17, 1995

Louella J. Harris, M. A.
1356 Thomasville Circle
Lakeland, Florida 33811

Dear Madam,

This is a corrected copy of the Articles of Incorporation which I wish you to refile. Please inform me should there be further corrections. It is my understanding that the address of the registered office had some problems regarding consistency. I believe we have sufficiently corrected these documents in that regard.

Sincerely,

A handwritten signature in cursive script, appearing to read "Louella J. Harris".

Louella J. Harris, M.A.

**ARTICLES OF INCORPORATION
OF
TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION**

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE ONE -NAME

The name of the corporation shall be:

TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION

ARTICLE TWO - PURPOSE

The general purpose or purposes for which the corporation is initially organized shall include the transaction of any and all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes (1991).

ARTICLE THREE

EXISTENCE OF CORPORATION

The corporation shall begin existence on the filing of these articles and shall have perpetual existence.

ARTICLE FOUR

FILED
1995 JUN 24 PM 4:34
TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION

CAPITAL AND NON-CAPITAL STOCK

(A) The total number of shares of capital stock authorized to be used by the corporation shall be one thousand (1,000) shares having a par value of One (\$1.00) Dollar per share. Each of said shares of stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(B) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(C) The total number of shares of non-capital stock authorized to be used by the corporation shall be seven thousand (7,000) shares, Pursuant to Section 607.054(2), Florida Statutes (1991), all non-capital shares of stock shall be non-voting shares of no par value. It is the intention of the undersigned incorporator that certain of these non-capital, non-voting shares of stock shall be issued from time to time to persons assisting TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION. No person issued non-capital, non-voting shares of stock shall be entitled to receive any stock dividend.

ARTICLE FIVE

PRINCIPAL OFFICE - INITIAL REGISTERED OFFICE

The street address of the corporation's principal office:

6804 HARBOR VIEW WAY, TAMPA, FLORIDA 33615

The name of the corporation's initial registered agent is:

J. KEITH LAMPLEY

The address of the initial registered agent is:

6804 HARBOR VIEW WAY, TAMPA, FLORIDA 33615

The corporation may change its registered office or its registered agent or both by filing with the Department of State of Florida a statement complying with Section 607.037, Florida Statutes (1991).

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

(A) The number of directors constituting the initial board of directors shall be TWO (2) . The names and addresses of the persons named to serve as directors are as follows:

LOUELLA J. HARRIS, 1356 THOMASVILLE CIRCLE, LAKE LAND, FLORIDA 33811

J. KEITH LAMPLEY, 6804 HARBOR VIEW WAY, TAMPA, FLORIDA 33615

(B) All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

(C) The number of directors may hereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or persons exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

BYLAWS

Pursuant to Section 607.801, Florida Statutes (1991), the power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE NINE

AMENDMENT

The articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE TEN

INCORPORATOR

The name and address of the incorporator of this corporation is as follow:

LOUELLA J. HARRIS
1356 THOMASVILLE CIRCLE
LAKELAND, FLORIDA 33811
(813) 646-0417


ARTICLE ELEVEN

PREEMPTIVE RIGHTS

The holders of the capital stock of this corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the

corporation from and after the issuance of shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

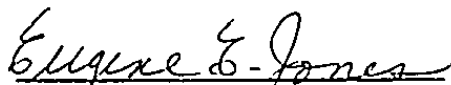

LOUELLA J. HARRIS
1356 Thomasville Circle
Lakeland, Florida 33811
(813) 646-0417

STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ *POLK*

BEFORE ME, the undersigned authority, on this 18 day of January 1995, personally appeared LOUELLA J. HARRIS, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposed therein expressed.

WITNESS MY HAND and official seal the date aforesaid.




NOTARY PUBLIC
STATE OF FLORIDA


MY COMMISSION EXPIRES: *9/3/96*

CERTIFICATE OF REGISTERED AGENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM THE PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes (1991), the following is submitted:

TAMPA BAY MANAGEMENT AND CONSULTING CORPORATION,
desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business at the
city of LAKE LAND, State of Florida, has named J. KEITH LAMPLEY
located at 6804 HARBOR VIEW WAY, TAMPA, FLORIDA 33611, as
its agent to accept service of process within Florida.


J. KEITH LAMPLEY
6804 Harbor View Way
Tampa, Florida 33615
(813) 877-3997
November 9, 1994

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


J. Keith Lampley
11/17/95
DATE