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St. Petersburg, FL 33701
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Fax (813) 822-1499

February 22, 1995

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

RE: R & G Management, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our office check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to me in the self-addressed, stamped envelope provided for your convenience.

Thank you for your assistance in this matter. If you should have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

Thomas F. Cox

Thomas F. Cox, Esquire

TFC/jmk
Enclosures
cc: Client

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1995

THOMAS F. COX, ESQ.
248 FIRST AVENUE SOUTH
ST. PETERSBURG, FL 33701

SUBJECT: R & G MANAGEMENT, INC.
Ref. Number: W95000004644

We have received your document for R & G MANAGEMENT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00009356

ARTICLES OF INCORPORATION
OF
R & G MANAGEMENT GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be R & G MANAGEMENT GROUP, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 216 - 6th Avenue NE, Suite 5, St. Petersburg, FL 33701 and the name of the initial Registered Agent for the corporation at that address is Clattie M. Burrow, II.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

ROBERT A. KELLER
CLATTIE M. BURROW, II
DONNIE BRISTOW

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Clattie M. Burrow, II
216 - 6th Avenue NE
Suite 5
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 10th day of March, 19 95.

Incorporator:

Clattie M. Burrow, II

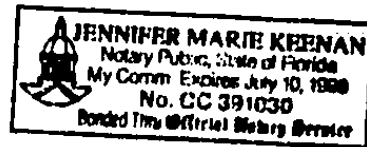
STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10th
day of March, 1995, by Clattie M. Burrow, II, who
is known to me ~~or who has produced~~ _____ as
~~identification and who did (did not)~~ take an oath.

Jennifer M. Keenan
NOTARY PUBLIC

(SEAL)

Notary Expires:
Commission No.:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

R & G Management, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 216 - 6th Avenue NE, Suite 5, St. Petersburg, Florida 33701, has named Clattie M. Burrow, II, whose address is 216 - 6th Avenue NE, Suite 5, St. Petersburg, Florida, 33701, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Clattie M. Burrow

STATE OF FLORIDA)
)ss
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10th day of March, 1995, by Clattie M. Burrow, who is known to me ~~or who has produced~~ as identification and who did ~~(did not)~~ take an oath.

(SEAL)

Jennifer M. Keenan
NOTARY PUBLIC

Notary Expires:
Commission No.:

