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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HARRIS, BARRETT, MANN & DEW
CONTACT: OUIDA FOX
PHONE: (813) 892-3100

ACCT#: 072720000016

FAX #: (813) 898-0227

NAME: J.P. RICE, INC.

AUDIT NUMBER.....H97000005588

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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FAX AUDIT NO. H97000005588

ARTICLES OF INCORPORATION
OF
J. P. RICE, INC.

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THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is J. P. RICE, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any time is 1,000 shares of
common stock of One and NO/100 (\$1.00) Dollars per share par value.

THIS INSTRUMENT WAS PREPARED BY:
CHARLES F. REISCHMAN
HARRIS, BARRETT, MANN & DEW
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(813) 892-2100
FDM: 0443247

FAX AUDIT NO. H97000005588

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ARTICLE IVDURATION

This corporation is to exist perpetually.

ARTICLE VPRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 5640 Bayview Drive, Seminole, Pinellas County, Florida 33772.

The name and street address of the initial registered agent of the corporation in the State of Florida is: John P. Rice, 9881 - 113th Street North, Apt. 115, Seminole, Florida 33772. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VIINITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) directors, the names of whom are as follows:

NAMEADDRESS

John P. Rice

9881 - 113th Street North, Apt. 115
Seminole, Florida 33772

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ARTICLE VIIOFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
John P. Rice/President	9881-113th Street N., Apt. 115 Seminole, FL 33772

ARTICLE VIIICOMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IXBY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XAMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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ARTICLE XI

REMOVAL OF DIRECTORS

Shareholders may remove one or more directors only for cause.

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

John P. Rice

9881 - 113th Street North, Apt. 115
Seminole, Florida 33771

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: John P. Rice.

Dated this 4 day of April, 1997.



JOHN P. RICE

FAX AUDIT NO. H97000005588

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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th
day of April, 1997, by JOHN P. RICE, who is personally
known to me or who has produced FLA DL LIC. R200 47570470 as
identification.

Margaret L. Egan
Printed Name:
Notary Public
My Commission Expires:
Serial Number:



Margaret L. Egan
MY COMMISSION # 00501906 EXPIRES
January 31, 2000
BONDED THRU TROY FARM INSURANCE, INC.

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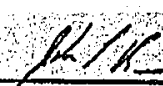
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That J.P. RICE, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named John P. Rice, located at 9881 - 113th Street North, Apt. 115, Seminole, Florida 33772, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



John P. Rice, Registered Agent

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