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ACCOUNT NO. : 072100000032

REFERENCE : 556194 9341A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : October 7, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 556194-005

CUSTOMER NO: 9341A

000002314120--3

CUSTOMER: William Rambaum, Esq
WILLIAM RAMBAUM, ESQ., P.A.

Suite 100
622 Bypass Drive
Clearwater, FL 34624

DOMESTIC FILING

NAME: MACBETH & COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 OCT -7 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -7 PM 11:05
OFFICE OF CORPORATION

68N OCT -7 1997

**ARTICLES OF INCORPORATION
OF
MACBETH & COMPANY, INC.**

FILED
97 OCT -7 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be MACBETH & COMPANY, INC. The address of the principal office of this corporation shall be 100 Second Avenue, Suite # 200, St. Petersburg, Florida 33701 and the mailing address shall be 100 Second Avenue, Suite # 200, St. Petersburg, Florida 33701.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6693 31st Way South, St. Petersburg, Florida 33712 and the name of the initial registered agent of the corporation at that address is Robert M. Waugh.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall set forth the name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until successors are elected or appointed:

Robert M. Waugh
6693 31st Way South
St. Petersburg, Florida 33712

ARTICLE VII. INCORPORATOR

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

Robert M. Waugh
6693 31st Way South
St. Petersburg, Florida 33712

Wanda S. Rombin
Witness

William Rombin
Witness

Robert M. Waugh
Robert M. Waugh

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6th day of October, 1997,
by Robert M. Waugh, who is personally known to me or produced a Florida driver's license as identification, and who did/did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
WANDA S. RAMBAUM
COMMISSION # C0683164
EXPIRES 9/23/2001
BONDED THRU ASA 1-888-NOTARY1

NOTARY PUBLIC:
Sign: Wanda S. Rambaum
Print: _____

State of Florida at Large
My commission expires:
(SEAL)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION OF
MACBETH & COMPANY, INC.**

ROBERT M. WAUGH, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ROBERT M. WAUGH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA