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FRANK J. RIEF, III
3318 Jean Circle
Tampa, Florida 33629

May 28, 1998

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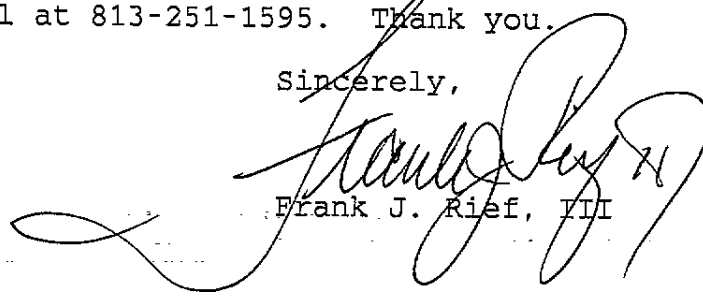
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

We are enclosing the original and one executed copy of the Articles of Incorporation for Rief & Straske, P.A. for filing. Also enclosed is a check in the amount of \$122.50 to cover the prescribed filing fee (\$70.00) and fee for issuance of one certified copy (\$52.50). Once filed, please issue and forward the certified copy to the undersigned at the address indicated above by regular U.S. Mail.

If you have any questions or need any additional information, please give me a call at 813-251-1595. Thank you.

Sincerely,


Frank J. Rief, III

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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10-3-98

**ARTICLES OF INCORPORATION
OF
RIEF & STRASKE, P.A.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a Professional Service Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be: RIEF & STRASKE, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be 3318 Jean Circle, Tampa, FL 33629.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100,000 shares at \$0.01 par value. Common shares shall be the only class of shares which this Corporation shall have authority to issue. No person other than one licensed to practice law in the State of Florida shall be a shareholder of this professional corporation.

ARTICLE V- BUSINESS PURPOSE

The purpose for which this Corporation is formed is to engage in the practice of law and for the transaction of any and all lawful business for which corporations may be incorporated under the Professional Service Corporations Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have any may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 3318 Jean Circle, Tampa, Florida 33629, and the name of the initial registered agent of this Corporation at that address is Frank J. Rief, III.

ARTICLE VII - DIRECTORS

The number of Directors of this Corporation shall be not less than one nor more than seven. The names and post office addresses of the members of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until their successors are elected and qualified, unless otherwise provided by the By-Laws are:

<u>Name</u>	<u>Address</u>
Frank J. Rief, III	3318 Jean Circle Tampa, FL 33629
Paul A. Straske	5105 Evelyn Drive Tampa, FL 33609

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Frank J. Rief, III	3318 Jean Circle Tampa, Florida 33629

ARTICLE IX - BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors

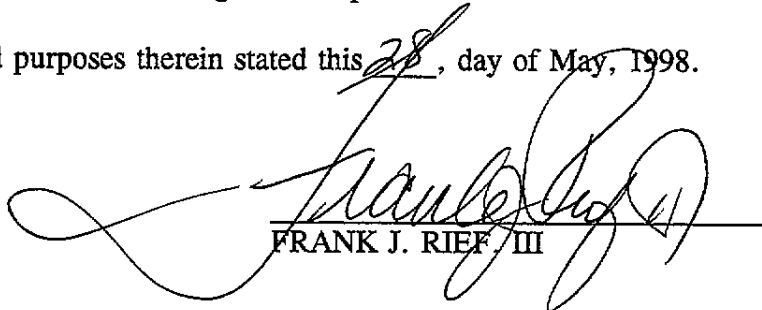
may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

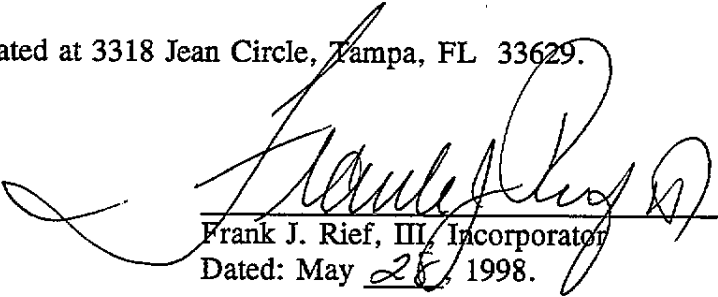
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 28, day of May, 1998.


FRANK J. RIEF III

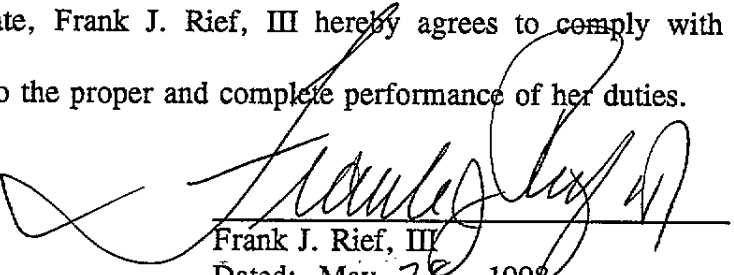
CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

IN COMPLIANCE WITH SECTION 48.09.1, AND SECTION 607.051, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT RIEF & STRASKE, P.A., desiring to organize or qualify under the laws of the State of Florida, has named Frank J. Rief, III as its agent to accept service of process within Florida with a registered office located at 3318 Jean Circle, Tampa, FL 33629.


Frank J. Rief, III, Incorporator
Dated: May 28, 1998.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Frank J. Rief, III hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.


Frank J. Rief, III
Dated: May 28, 1998.

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DIVISION OF CORPORATIONS
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