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SUNCOAST

ASSOCIATED BUSINESS
GROUP, INC.

Estate Planning & Economic Programming
Tax Reduction A Specialty



6/29/98

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TALLAHASSEE, FLORIDA

CPB
7-2-98

ARTICLES OF INCORPORATION
OF
AUSTIN MANAGEMENT AND CONSULTING, INC.

The undersigned hereby associate themselves together for the purpose of becoming incorporated and forming a corporation under the following charter of articles of incorporation:

ARTICLE I

The name of the corporation shall be Austin Management and Consulting, Inc.

ARTICLE II

Its principal place of business and office in the State of Florida is to be located at 2563 Knotty Pine Way, Clearwater, FL 33761, in the County of Pinellas, and branch offices may be established in such places or places in the State of Florida and in the United States and in foreign countries as may, from time to time, be authorized by the Board of Directors. The registered office of the corporation shall be located at:

2563 Knotty Pine Way, Clearwater, FL 33761

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The number of directors of this corporation shall be not less than 1 nor more than 7.

ARTICLE V

The following general provisions shall govern this corporation:
The time and place of the annual stockholders meeting shall be fixed and provided for in the By-laws and notice of same shall be given in one of the methods provided by law. Any stockholders may waive notice of the time, place and purpose of any meeting, either before, after or at such meeting.

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ARTICLE VI

There shall be a President of this corporation, who shall also be a director, one or more Vice Presidents, as the board of directors may from time to time determine a Secretary and a Treasurer. Such officers shall be chosen by the Board of Directors and shall hold office subject to the laws of the State of Florida or until their successors are elected and qualified.

ARTICLE VII

The general nature of the business to be transacted shall be as follows:

A. To do all such things as are incidental to the accomplishment of the following objects or purposes, or any of them, or necessary or incidental to the protection or benefit of the corporation; and to transact any other kind of business that may seem to the corporation capable of being conveniently carried on in connection with any of said purposes or objects or calculated either directly or indirectly to enhance the value of, or render profitable any of the corporation's property or rights which are beneficial or desirable for the stockholders of this corporation not contrary to the laws of this State, and whether or not of the same nature as, or similar in nature to, any of the purposes hereinafter expressed.

B. To have and to exercise all of the powers granted by the laws of Florida to corporations. The following clauses shall be construed as objects and powers and shall not be held or construed in any way to limit or restrict or confine the powers of this corporation, provided that nothing herein contained shall be construed to grant this corporation banking powers or any right, powers or privileges not permitted by the laws of Florida to corporations.

C. To acquire, own, hold and deal in real property as agent, owner or broker; to exchange, mortgage, deed in trust, plant, cultivate, develop, lease or rent any and all kinds of lands, improved or unimproved, rights of way, easements and any and all other property of any and every kind or description, real, personal or mixed, wheresoever situated, including water and water rights, to construct, as builder, owner or contractor, to maintain, equip, operate and furnish dwelling houses, apartment houses, business buildings or blocks, office buildings, manufacturing or industrial works and plants, and other buildings of any kind.

D. To lend any money, to purchase or otherwise acquire, become interested in, hold, sell, mortgage, pledge, hypothecate, or otherwise dispose of or turn to account or realize upon all forms of securities, including stocks, bonds, debentures of interest, commercial papers, mortgages other similar instruments and rights issued or created by corporations, whether public, municipal, quasi-public or private, domestic or foreign, and by associations, firms, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions, or issued or created by others, and to deal in and with the same, and to issue in exchange therefore or in payment thereof its own stock, bonds or other obligations or securities, or otherwise pay therefore; to exercise in respect thereof any and all rights, power and privileges of individual ownership or interest therein, including the right to otherwise act in respect thereto, to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof or designed to accomplish any such purpose, and to aid by loan, subsidy, guaranty or in any other manner, those issuing, creating, or responsible for any of such securities as aforesaid by original subscription, underwriting, participation in syndicates or

otherwise, and irrespective of whether or not such securities by fully paid or subject to further payments; and to make payments thereon as called for, or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to investment or its resale, or for any other lawful purpose; to guarantee the payment or both of any bonds or other obligations, and the performance of any contracts.

E. To manufacture, buy, sell, lease, import and export, pledge, mortgage, hypothecate or otherwise deal in and with either as principal or otherwise, goods, wares and merchandise and personal property of every kind and description.

F. To acquire the goodwill, rights, property, business and franchise of any person, firm, association or corporation whatsoever now or hereafter engaged in any business which the corporation may lawfully conduct; to pay therefore in cash or in stocks or bonds of this corporation or otherwise, in the manner dispose of the whole or any part of the rights and property acquired; to assume in connection or connection or corporation, and to conduct in lawful manner the whole or any part of the business thus acquired.

G. To make and enter into contracts of all kinds with any individual, firm, association, private, public, quasi-public or individual corporation, state, government or governmental authority, including, but without limiting the generality of the foregoing, contracts of indemnity, guaranty and suretyship.

H. To apply for obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign and grant licenses or territorial rights, in respect of, or otherwise to account or dispose of, own introduce, assign, lease, mortgage or pledge, any copyrights, trademarks, trade names, brands, labels, inventions, devices, formulas, processes and all improvements or modifications thereof, patent rights or letters patent of the United States of America, or of any other country or government, whether used in connection with or secured under letters patent or otherwise.

I. To borrow money and to make, accept, endorse, discount, execute and issue notes, bonds, debentures, bills of exchange, warrants, obligations, evidences of indebtedness and negotiable instruments of all kinds, whether secured by mortgage, deed of trust, pledge or otherwise, without limit as to amount and to secure the same by mortgage, deed of trust and/or pledge all of or any of the real property of this corporation or otherwise.

J. To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, improve, develop, construct, maintain, equip, operate and generally acquire or transfer any all lands, improved and unimproved, and to sell, or otherwise dispose of the products thereof, houses, office buildings, garages, plants, and other buildings and descriptions, real personal and mixed, wheresoever situated, including water and water rights.

K. To become a Joint Venturer or partner (either General or Limited or both) to enter into Agreements of joint Venture or Partnership with one or more other persons, partnerships, associations or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any other purposes therein set forth or otherwise, or which may be calculated directly or indirectly to promote the best interest of this corporation or to enhance the value of its property or business.

ARTICLE VIII

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 250 shares of common stock having a nominal or par value of \$1.00.

ARTICLE IX

The amount of capital with which this corporation will begin business is \$250.00.

ARTICLE X

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Warren Austin	2563 Knotty Pine Way Clearwater, FL 33761 813-797-5506
Carla Austin	2563 Knotty Pine Way Clearwater, FL 33761 813-797-5506

ARTICLE XI

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

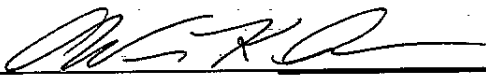
NAME	ADDRESS	SHARES/CONSIDERATION
Warren Austin	2563 Knotty Pine Way Clearwater, FL 33761 813-797-5506	125/\$125.00
Carla Austin	2563 Knotty Pine Way Clearwater, FL 33761 813-797-5506	125/\$125.00

ARTICLE XII

The corporation, Austin Management and Consulting, Inc., with its principal place of business located at 2563 Knotty Pine Way, Clearwater, FL 33761, names Warren Austin of that address as its registered agent designated to accept service of process within the State of Florida.

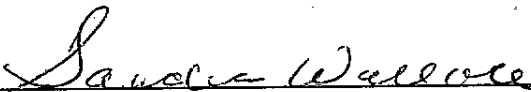
ARTICLE XIII

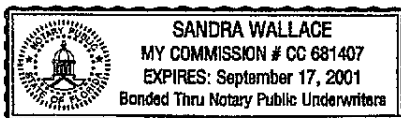
These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


WARREN AUSTIN

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

Subscribed and sworn to (or affirmed) before me on 6/26/98 by Warren Austin. He is personally known to me or has presented _____ as identification.





NOTARY PUBLIC

COMM # CC 681407

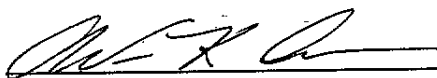
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

FIRST - That Austin Management and Consulting, Inc., desiring to organize under laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Clearwater, County of Pinellas, State of Florida, has named Warren Austin, of 2563 Knotty Pine Way, Clearwater, FL 33761 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named service of process for the above corporation, at a 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.


Warren Austin

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TALLAHASSEE, FLORIDA