



ACCOUNT NO. : 072100000032

REFERENCE : 893437 7159595

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 1998

ORDER TIME : 10:52 AM

ORDER NO. : 893437-005

CUSTOMER NO: 7159595

CUSTOMER: Mr. Richard H. Cross, III  
MR. RICHARD H. CROSS, III

Suite 308  
4625 East Bay Drive  
Clearwater, FL 33764

000002591250--2

DOMESTIC FILING

NAME: STRATEGIC ASSET MANAGEMENT,  
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: Cassandra Bryant

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 16 AM 9:21

DIVISION OF CORPORATIONS

98 JUL 16 PM 3:23

RECEIVED

*8/17/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 16 AM 9:21

ARTICLES OF INCORPORATION  
OF

STRATEGIC ASSET MANAGEMENT, INC.

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:

STRATEGIC ASSET MANAGEMENT, INC.

The address of the principal office of this corporation shall be 4625 East Bay Drive, Suite 308, Clearwater, Florida 33764, and the mailing address of the corporation shall be the same.

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 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Richard H. Cross, III  
Dir.

5512 Burlington Avenue North,  
Saint Petersburg, Florida 33710

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ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

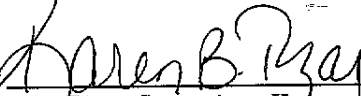
The undersigned incorporator has executed these Articles of Incorporation on July 16, 1998.



Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

By 

Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

DBC/CASSANDRA BRYANT