

Date: October 05, 1998

RALPH G. UGO

10019 N. Dale Mabry Highway, #600

Tampa, Fl. 33618

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-10/30/98-01097-010
****122.50 ****78.75

SECRETARY OF STATE

DIVISION OF CORPORATION

P.O. Box 6327

Tallahassee, Fl. 32314

REFERENCE: Filing of Articles of Incorporation for:

ASSET & PROPERTY MANAGEMENT OF TAMPA BAY, INC.

Dear Mr./Ms.

Please accept the enclosed Articles of Incorporation for: Asset & Property Management Of Tampa Bay, Inc., Article I thru X, notarized copy of Incorporator, Certificate Designating Registered Agent and a certified bank check # 21822 in the amount of \$122.50 for profit corporation fees.

Sincerely,



RALPH G. UGO

INCORPORATOR

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ASSET & PROPERTY MANAGEMENT OF TAMPA BAY, INC.

ARTICLE I-NAME

The name of this corporation is ASSET & PROPERTY MANAGEMENT OF
TAMPA BAY, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on
the date of this filing of these Articles with the Department of
State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under Chapter 607, Florida Statutes, as now exists or
may be after amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 500 shares of One
Dollar (\$1.00) par value common stock which shall be designated as
"Common Shares".

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TALLAHASSEE, FLORIDA

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10019 N. Dale Mabry Highway #600., Tampa, Florida 33618, and the name of the initial registered agent of this corporation at that address is Ralph G. Ugo.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have Two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall be never less than one Director nor more than seven. The name and address of the initial Board of Director of the corporation is:

Ralph G. Ugo, 10019 N. Dale Mabry Highway #600.,

Tampa, Florida 33618.

Mary R. Esperon, 5649-C Sailfish Drive

Lutz, Fl. 33549

ARTICLE VIII-INCORPORATORS

The name and address of the Incorporator signing these Articles is Ralph G. Ugo, 10019 N. Dale Mabry Highway #600., Tampa, Florida 33618.

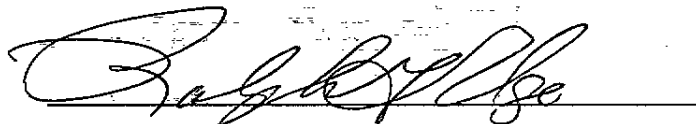
ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the extent permitted by law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, on the 05 day of October, 1998.

A handwritten signature in cursive script, appearing to read 'Ralph G. Ugo', written over a horizontal line.

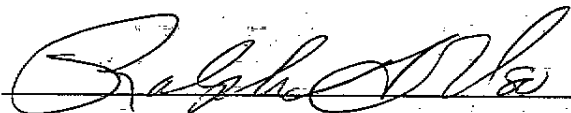
RALPH G. UGO, INCORPORATOR

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that: ASSET & PROPERTY MANAGEMENT OF TAMPA BAY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: 10019 N. Dale Mabry Highway #600., Tampa, Florida 33618, has named Ralph G. Ugo as its agent to accept service of process within Florida.

Dated: October 05, 1998



RALPH G. UGO, DIRECTOR

Having been named to accept service for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



RALPH G. UGO, REGISTERED AGENT

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before Me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Ralph G. Ugo, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5th day of October, 1998

Robert Glenn Register

NOTARY PUBLIC

STATE OF FLORIDA

MY COMMISSION EXPIRES:

