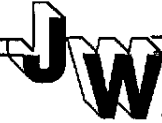


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ENRICK & ASSOCIATES, C.P.A.

FILED

98 NOV -9 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 1998

Department of State
Division of Corporations
P.O. Box 6307
Tallahassee, Florida 32314

700002682887--4
-11/09/98--01033--009
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION
Richard M. Brakefield, Inc. ...

Dear Sirs:

Enclosed are the ARTICLES OF INCORPORATION for Richard M. Brakefield, Inc. Also enclosed is a check for \$70.00 for the Filing Fee and Designation of Registered Agent. Please return all completed documents to the address listed on the letterhead.

Sincerely yours,

A handwritten signature in dark ink, appearing to read 'Joe Enrick', written in a cursive style.

WENRICK & ASSOCIATES, C.P.A.

ENCLOSURES

P. Hall

NOV 12 1998

4

4013 W. Linebaugh Avenue • Tampa, FL 33624 • (813) 962-1167

4129 Mallard Drive • Safety Harbor, FL 34695 • (813) 726-7240

Fax (813) 264-7161

ARTICLES OF INCORPORATION
OF

Richard M. Brakefield, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this Corporation is **Richard M. Brakefield, Inc.** (hereinafter called the "Corporation")

ARTICLE 11 - EFFECTIVE DATE AND DURATION

The Corporation will have an effective date of November 9, 1998 and will exist for a perpetual period.

ARTICLE 111 - PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business or activity permitted under the laws of the state of Florida.

ARTICLE 1V - CAPITAL STOCK

The Corporation is authorized to issue two thousand (2,000) shares of common stock, having a par value of ten cents per share (\$.10) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial register office of the Corporation is 412 E. Madison St. Ste. 1110 Tampa, Fl. 33602 and the name of the initial registered agent of the corporation at that address is Richard M. Brakefield and the principal address and registered office address of the Corporation are the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but shall never be less than one (1).

The name and address of the person to serve as sole director of the Corporation until the first annual meeting of shareholders, or until his successor(s) have been duly elected and qualified is:

Richard M. Brakefield
412 E. Madison Ave. Suite 1110
Tampa, Fl. 33602

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation and the person signing these Articles of Incorporation is:

Richard M. Brakefield
412 E. Madison Ave. Suite 1110
Tampa, Fl. 33602

ARTICLE VIII - BYLAWS

The board of directors shall adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws adopted by the Board of Directors.

In WITNESS WHEREOF, I have set my hand this 9th day of November, 1998 on these Articles of Incorporation.


Richard M. Brakefield, Incorporator

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

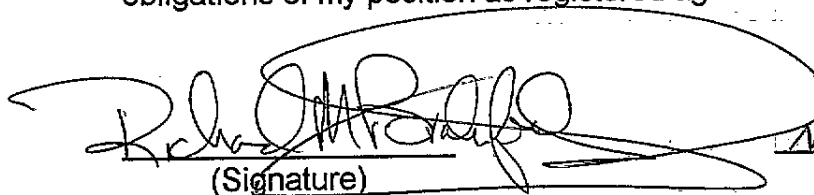
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Richard M. Brakefield, Inc.
2. The name and address of the registered agent and office is:

Richard M. Brakefield
412 E. Madison St. Suite 1110
Tampa, Fl. 33602

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby
accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.


(Signature)

Nov 9, 1998
(Date)