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Reply To:

Fort Walton Beach

March 12, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: RDF Associates, Inc.

Ladies and/or Gentlemen:

Enclosed herewith are original and one copy of the Articles of Incorporation for the above referenced corporation to be filed. Please furnish and return a certified copy to my office.

Our client's check in the sum of \$78.75 for your fee for filing fee, registered agent fee and certified copy is enclosed.

Thank you for your assistance.

Sincerely,



RAYMOND F. NEWMAN, JR.
For the Firm

/pm

Encls.-a/s

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RDF ASSOCIATES, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is RDF ASSOCIATES, INC. The principal office for doing business in the State of Florida is 222 Echo Circle, Fort Walton Beach, Florida 32548.

ARTICLE II. PURPOSE

This corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, or any other applicable Florida Law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. This stock shall have the entire voting power of the corporation.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 222 Echo Circle., Fort Walton Beach, Florida 32548. The initial registered agent at that address is Robert D. Fowner.

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ARTICLE V. DIRECTORS

The corporation shall have a board of directors consisting of not less than one, nor more than five directors.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators are:

Robert D. Fowner	Deborah J. Fowner
222 Echo Circle	222 Echo Circle
Ft. Walton Beach, FL 32548.	Ft. Walton Beach, FL 32548

ARTICLE VII. AMENDMENT

The power to amend the Articles of Incorporation of this corporation shall be vested in the Shareholders. Every amendment shall require the approval of 51% of the stock entitled to vote thereon.

ARTICLE VIII. BY-LAWS

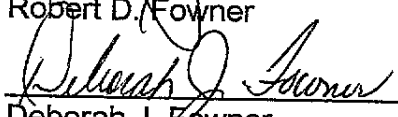
The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors. Any action taken under this Article shall require the approval of 51% of the Board of Directors.

ARTICLE IX. INDEMNIFICATION

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

The undersigned incorporator has executed these Articles of Incorporation this 12TH day of March, 1999.


Robert D. Fowner

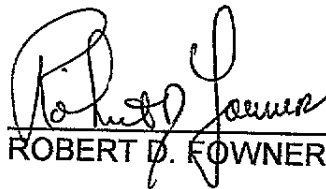

Deborah J. Fowner

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 Section 607.0501, Florida Statutes, the following is
submitted in compliance with said Act:

That RDF ASSOCIATES, INC., desiring to organize under the laws of the
State of Florida, with its principal office in the City of Fort Walton Beach, Florida,
has named Robert D. Fowner, 222 Echo Circle, Fort Walton Beach, Florida
32548, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby accept to act in
this capacity and agree to comply with the provisions of said Act relative to
keeping open said office.


ROBERT D. FOWNER

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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