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INC.

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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ARTICLES OF INCORPORATION OF CLAYTON – REID, INC.

ARTICLE I - NAME

The name of this Corporation is CLAYTON - REID, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV – CAPTIAL STOCK

The stock of this corporation consist of 1 class, namely

1. Class A stock consisting of 1,000 shares of voting stock, each having \$.001 par value.

The principal place of business for this corporation shall be:

711 NE 142ND Street North Miami, FL 33161

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

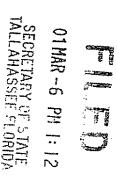
The name and street address of the initial registered agent and office of this Corporation is:

Ena Reid Pinger 711 NE 142ND Street North Miami, FL 33161

ARTICLE VI - INITIAL BOARD OF DIRECTOR'S

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Ena Reid Pinger, President 711 NE 142ND Street North Miami, FL 331612



ARTICLE VII - BY - LAWS

The By-laws of this Corporation may be adopted, altered, amended or repealed by either the

Class A stockholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is

Ena Reid Pinger 711 NE 142ND Street North Miami, FL 33161

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with Florida law.

In witness whereof, the undersigned has executed these Articles of Incorporation this 2nd Day of March 2001.

ENA REID PINGER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT DUTIES.

DATED, THIS 2ND DAY OF MARCH, 2001

ENA REID PINGER

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ENA REID PINGER known to me and known by me to be the person who, as INCORPORATOR, executed the foregoing Articles of Incorporation for CLAYTON - REID, INC. and he acknowledged before me that he executed those Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and

County aforesaid, this 2nd day of March 2001.

NOTARY PUBLIC, STATE OF FLORIDA,

AT LARGE

My Commission Expires:

