

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

POH000105641

Biley Technology Solutions, Inc.

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Signature _____

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Date 10/1/02

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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ARTICLES OF INCORPORATION

OF

RILEY TECHNOLOGY SOLUTIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. The name of the Corporation is:

RILEY TECHNOLOGY SOLUTIONS, INC.

Article 2. The Corporation is formed for the following purposes:

To do all things necessary and convenient to carry out its business and affairs and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

Article 3. The street address of the registered office of the Corporation in the State of Florida is 101 E. Kennedy Blvd., Suite 2800, Tampa, Florida 33602 and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Andréa T. Tullo.

Article 4. The street address of the initial principal office of the Corporation is 12157 W. Linebaugh Avenue, Suite 334, Tampa, Florida 33626.

Article 5. The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, \$0.01 par value, all of which shall be of the same class and all of which are designated as common stock.

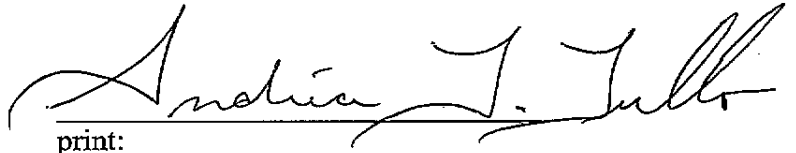
Article 6. No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

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Article 7. Directors shall be elected or appointed by a method to be stated in the corporation's bylaws.

Article 8. The name of the incorporator is Andréa T. Tullo, Esq., and the mailing address of the incorporator is 101 E. Kennedy Blvd., Suite 2800, Tampa, Florida 33602.

Dated: September 30, 2002

A handwritten signature in cursive script, reading "Andréa T. Tullo". The signature is written in black ink and is positioned above a horizontal line.

print:

Andréa T. Tullo, Esq.
Incorporator

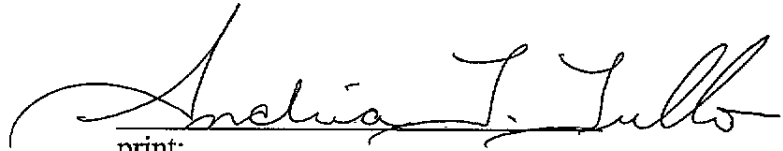
**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, and having been named as registered agent to **RILEY TECHNOLOGY SOLUTIONS, INC.** a corporation organized under the laws of the state of Florida, undersigned submits the following statement in designating the registered agent/registered office in the state of Florida.

The undersigned, Andréa T. Tullo, Esq., hereby agrees to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation.

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 relates to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 30, 2002



print:

Andréa T. Tullo, Esq.
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

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