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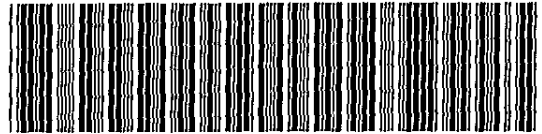
(Business Entity Name)

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TALLAHASSEE, FLORIDA
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Dominique Rihs, P.A.

5131 SUNBURY COURT
NAPLES, FL 34104-4731
(239) 643-1845
(239) 643-5149 (FAX)

Dominique Rihs, Esq.
FLORIDA BAR BOARD
CERTIFIED IN REAL ESTATE

August 20, 2003

VIA FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
409 E. Gaines St.
Tallahassee, FL 32399

RE: INCORPORATION OF CONLEY MANAGEMENT, INC.

Dear Clerk:

Please find enclosed one original & one copy of the Articles of the above corporation for filing purposes together with a check of \$78.50 payable to Secretary of State for filing fee & Certificate of good standing. If you should have any questions, please do not hesitate to contact my office. If for any reason this corporation may not be filed, please call collect to 239-643-1845 for Dominique Rihs, Esq. or 239-592-9300 for Bruce Conley.

Sincerely,


DOMINIQUE RIHS

Enclosures as stated: 2 Articles (original & one copy)

2) Check for \$78.50

3) return fed x for return document.

ARTICLES OF INCORPORATION OF CONLEY MANAGEMENT, INC.

These Articles of Incorporation are made & subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **CONLEY MANAGEMENT, INC.**

ARTICLE II -- PURPOSE

This corporation is organized for all purposes that are legal in the State of Florida or the United States.

ARTICLE III- CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock, par value of One Dollar (\$1.00) per share & capital contributions as the directors may from time to time determine. Karla Conley shall be the initial sole stockholder.

ARTICLE IV- INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 206 Ridge Drive, Naples, FL 34108 & the name of the initial Registered agent of this corporation at that address is **BRUCE D. CONLEY.**

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal office & mailing address are: 206 Ridge Drive, Naples, FL 34108.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial Board of Directors of the corporation are:

KARLA CONLEY with address of 206 Ridge Drive, Naples, FL 34108

BRUCE D. CONLEY with address of 206 Ridge Dr., Naples, FL 34108

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ARTICLE VII- INCORPORATOR

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

BRUCE D. CONLEY with address of 206 Ridge Drive, Naples, FL 34108

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and action must be approved by a majority vote of the shareholders.

ARTICLE IX- DURATION

The existence of this corporation shall commence on the date of subscription and acknowledgement of these Articles & shall be perpetual.

ARTICLE X- AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or any amendment hereto in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 20th day of August, 2003.


BRUCE D. CONLEY

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of August, 2003 by BRUCE D. CONLEY, on behalf of the corporation. He is personally known to me.

SEAL OF NOTARY


NOTARY PUBLIC

My commission expires:



Karen B. Conley
Commission # DD008275
Expires March 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

CONLEY MANAGEMENT, INC.

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT


UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First-- That **CONLEY MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named **BRUCE D. CONLEY** located at **206 Ridge Drive**, Naples, Florida 34108, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

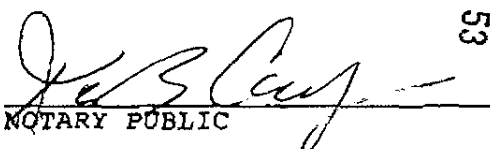

BRUCE D. CONLEY

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of August, 2003, by **BRUCE D. CONLEY** on behalf of the corporation. He is personally known to me.

(SEAL of NOTARY)


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Karen B. Conley
Commission # DD 008275
Expires March 11, 2005
Bonded Thru
Atlantic Bonding Co. Inc.

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