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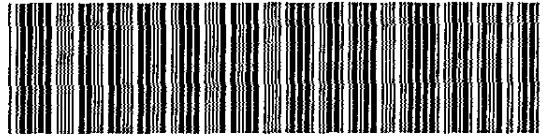
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE

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10/10/03--01063--006 **78.75

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03 OCT 10 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DB 10/15

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

October 8, 2003

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

RE: FARLEY ENTERPRISES, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$78.75 representing the following:

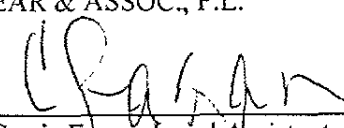
Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: _____


Carrie Fagan, Legal Assistant

ARTICLES OF INCORPORATION
OF
FARLEY ENTERPRISES, INC.

FILED
03 OCT 10 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10-8-03

Article I

Name. The name of this Corporation is Farley Enterprises, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is P.O. Box 357662, Gainesville FL 32635.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 4014 N.W. 33rd Avenue, Gainesville FL 32606, and the name of the initial registered agent of this Corporation is Frank Farley III.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Frank Farley III, P.O. Box 357662, Gainesville FL 32635.

Article IX

Incorporator. The name and address of the person signing these Articles is Frank Farley III, P.O. Box 357662, Gainesville FL 32635.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of October, 2003.



FRANK FARLEY III
Incorporator

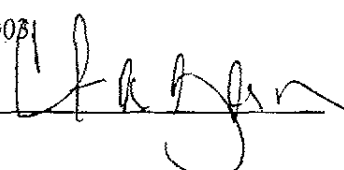
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 8th day of October, 2003, by FRANK FARLEY III, who is personally known to me or who has produced Florida Driver License FL40260534210 as identification, and who says that (s)he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 8 day of October, 2003



Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public

Printed Name

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FARLEY ENTERPRISES, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 8 day of October, 2003.



FRANK FARLEY III
Registered Agent

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03 OCT 10 PM 4:04
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TALLAHASSEE, FLORIDA