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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 2 2005

Frederic D. Kaufman, P.A.

Samuel L. Kaufman (1907-1989)
Frederic D. Kaufman

P. O. Box 1459
High Springs, FL 32655
Email: fdk@alltel.net

505 N. Main Street
High Springs, FL 32643

Phone: 386-454-0934
Fax: 386-454-0935

July 29, 2005

Division of Corporations
c/o Secretary of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

In re: Filing of Articles of Incorporation for
J. Riley Needham, Inc.


Ladies and Gentlemen:

To incorporate a new corporation to be known as J. Riley Needham, Inc., we have enclosed the following:

1. Our office check for \$70.00 payable to the Florida Secretary of State.
2. Original and copy of Articles of Incorporation for J. Riley Needham, Inc.
3. Certificate designating registered agent.

We will appreciate you filing the Articles of Incorporation for this new corporation. Thank you. Please return the filing acknowledgment to me at the above address. I have enclosed an extra copy of the articles to be returned to me with a receipt acknowledgment stamped thereon. I have not requested a certified copy of the articles because at the present time we have no need for same. Thank you for your help and cooperation.

Very truly yours,


Frederic D. Kaufman

FDK/jnk
Enclosures

ARTICLES OF INCORPORATION

J. RILEY NEEDHAM, INC.

The undersigned for the purpose of organizing a Florida Profit Corporation adopt the following Articles of Incorporation:

1. The name of the Corporation is J. Riley Needham, Inc. and its principal place of business is: 505 N. Main Street, High Springs, FL 32643; and the mailing address is: P. O. Box 1459, High Springs, FL 32655.

2. The duration of the Corporation is perpetual.

3. The general purposes for which the Corporation is organized are to transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

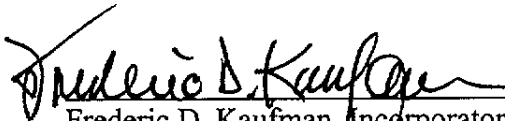
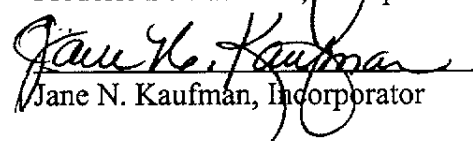
4. The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

5. The street address of the initial registered office of the Corporation is: 505 N. Main Street, High Springs, FL 32643 and the name of its initial registered agent at such address is: Frederic D. Kaufman.

6. The number of directors constituting the initial board of directors of the Corporation is two. The names and addresses of the directors of the Corporation are: Frederic D. Kaufman and Jane N. Kaufman, 22865 NW CR 236, High Springs, FL 32643.

7. The name and address of the incorporators are: Frederic D. Kaufman and Jane N. Kaufman, 22865 NW CR 236, High Springs, FL 32643.

Executed by the undersigned at High Springs, Alachua County, Florida on the 29th day of July, 2005.


Frederic D. Kaufman, Incorporator

Jane N. Kaufman, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 29th day of July, 2005.


NOTARY PUBLIC

My commission expires:

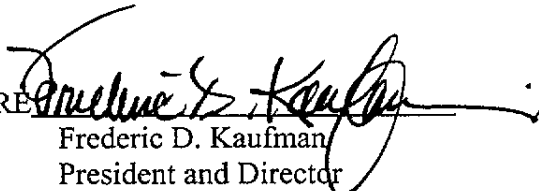
JOAN B. PAULSEN
Notary Public, State of Florida
My comm. exp. Oct. 15, 2005
Comm. No. DD 057005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- That J. Riley Needham, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of High Springs, State of Florida, has named Frederic D. Kaufman, 505 N. Main Street, High Springs, FL 32655, as its agent to accept service or process within Florida.

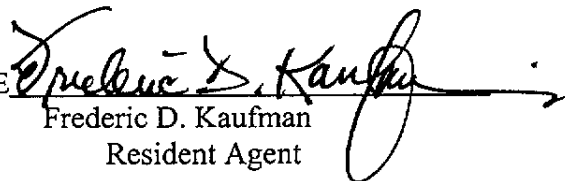
SIGNATURE


Frederic D. Kaufman
President and Director

DATE: July 29, 2005

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE


Frederic D. Kaufman
Resident Agent

DATE: July 29, 2005

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TALLAHASSEE, FLORIDA