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TALLAHASSEE, FLORIDA

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Bates & Brown, P.A.

Attorneys-at-Law

1511 NW 6th Street ~ Gainesville, Florida 32601

C. Valentine Bates
D. Ause Brown

Mediation and Arbitration

Telephone: 352-376-4494
352-372-4339
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Of Counsel:
Phil S. Wileka
Lisa V. Bates-Lester

August 4, 2006

Glenda E. Hood, Secretary of State
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32399-0250

Dear Ms. Hood:

Re: Reid-Riley Enterprises, Inc.

In connection with the above captioned, enclosed please find the following:

1. Articles of Incorporation, original and one copy, with attached Acceptance of Registered Agent.
2. Our trust check made payable to your order in the sum of \$78.75 to cover the filing fees.

Please provide us with a certified copy in the enclosed envelope.

If you have any questions, or need any additional information, please do not hesitate to call our office on our toll-free number - (800) 330-4495.

Thank you.

Yours truly,

C. Valentine Bates
C. Valentine Bates (Handwritten signature)

CVB/khd
Enclosures

ARTICLES OF INCORPORATION

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OF

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REED-RILEY ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Reed-Riley Enterprises, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 1511 NW 6th Street, Gainesville, FL 32601. The mailing address of the Corporation is: 1511 NW 6th Street, Gainesville, FL 32601.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is one thousand, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 1511 NW 6th Street, Gainesville, FL 32601. The initial registered agent for the Corporation is: C. Valentine

Bates, Esquire, whose address is 1511 NW 6th Street, Gainesville, FL 32601.

ARTICLE V

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Allison Riley	1511 NW 6 th Street Gainesville, FL 32601
C. Valentine Bates	1511 NW 6 th Street Gainesville, FL 32601

ARTICLE VI

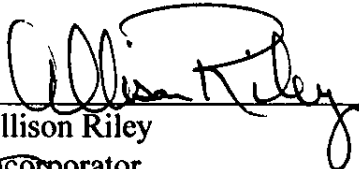
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Allison Riley	same as above
C. Valentine Bates	same as above

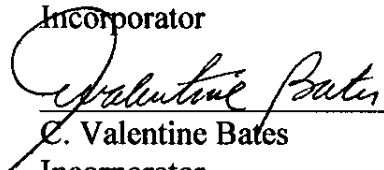
ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporators have executed these articles of incorporation.


Allison Riley
Incorporator


7-31-06
Date


C. Valentine Bates
Incorporator

7-31-06
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Reed-Riley Enterprises, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


C. Valentine Bates, Esquire
Registered Agent

7-31-06
Date

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TALLAHASSEE, FLORIDA