

P96000099088

November 27, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/05/96--01033--017
*****122.50 *****122.50

Attention: Document Examiner

Subject: Articles of Incorporation for REED TECH I, INC.
REED TECH II, INC.
REED TECH III, INC.

The Division of Corporations:

Enclosed please find the original Articles of Incorporation for the subject entities, along with three checks for \$122.50 each to cover the various filing fees. Please note that these three entities are being incorporated by the same incorporator, so please disregard any potential conflict with the names - we have a business reason for these names.

If everything is in order, please process the documents and send us a certified copy of the Articles (we have enclosed a copy of the Articles of Incorporation of each entity).

Thank you for your cooperation in this matter.

Sincerely,

REED MANAGEMENT COMPANY


Robin A. Reed, President

enclosure

FILED
96 DEC -5 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-9-96
KR

**ARTICLES OF INCORPORATION
of
REED TECH II, INC.**

FILED
96 DEC -5 AM 10: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

REED TECH II, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE III - PURPOSES AND POWERS

The corporation may engage in any and all activities and businesses permitted under the laws of the United States of America and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida:

ARTICLE IV - AUTHORIZED STOCK

The maximum number of shares of stock that this corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of one cent (\$0.01). Such stock shall be of a single class.

ARTICLE V - PRINCIPAL OFFICE

The initial address of the principal office of the corporation in the State of Florida is:

4800 Haw Branch Road
Sebring, Florida 33872

ARTICLE VI - REGISTERED AGENT

The name of the initial Registered Agent at that address is Robin A. Reed. The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and may establish branches and other offices within the State of Florida.

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1). Members of the Board of Directors or an executive committee shall be deemed present at a meeting of such board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used. The name and address of the initial Directors follow:

Mr. Robin A. Reed
3755 Rodeo Drive South
Sebring, Florida 33872

Mr. Jeffrey E. Futch
2661 Sandy Loam Court
Sebring, Florida 33872

The initial Directors shall serve as Directors until the first annual meeting of the shareholders or until successors are elected and qualified.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

Mr. Robin A. Reed
4800 Haw Branch Road
Sebring, Florida 33872

ARTICLE IX - AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.108(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.108 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE X - INDEMNIFICATION

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.014(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.014(3) Florida Statutes or (iii) in a suit by or in the right

of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.014(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.014(9).

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in any manner provided by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

ARTICLE XII - OTHER CORPORATIONS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII - REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

ARTICLE XIV - OTHER CORPORATE POWERS

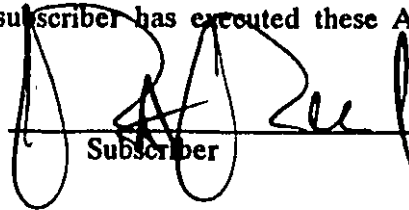
In furtherance, and not in limitation, of the general powers conferred by laws of the State of Florida, and of the purposes and objects hereinabove stated, the corporation shall have all and singular the following powers:

A. The corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. The corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such Stockholder as

should desire to sell, transfer, hypothecate, or otherwise dispose of his shares, in accordance with the By-Laws or contract adopted by the Stockholders of this corporation and joined by this corporation, or by agreement among the said Stockholders filed with the corporation setting forth the terms and conditions of such purchases, provided, however, the capital of the corporation, is not hereby impaired.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on November 27, 1996.


Subscriber

STATE OF FLORIDA

COUNTY OF HIGHLANDS

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Robin A. Reed, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid on November 27, 1996.


Notary Public
State of Florida at Large
My Commission Expires:

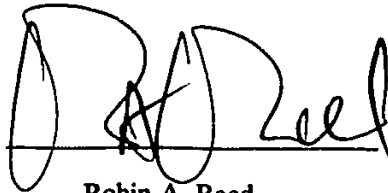


PENNY R KOCAREK
My Commission CC327558
Expires Nov. 02, 1997
Bonded by HAI
800-422-1555

ACCEPTANCE OF DESIGNATION

AS REGISTERED AGENT

I, Robin A. Reed, of 4800 Haw Branch Road, Sebring, Florida 33872, do hereby accept the Designation of Registered Agent for REED TECH II, INC., and will perform the duties required of me as Registered Agent in accordance with the laws of the State of Florida.

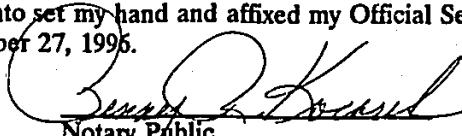


Robin A. Reed

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Robin A. Reed, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid on November 27, 1996.



Notary Public
State of Florida at Large

My Commission Expires:



PENNY R KOCAREK
My Commission CC33233
Expires Nov. 02, 1997
Bonded by HAI
800-422-1656

FILED
96 DEC -5 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA