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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
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NAME: REED ENTERPRISES, INC.
AUDIT NUMBER.....H97000007079
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1987

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: REED ENTERPRISES, INC.
REF: W97000010062

We have received your document for REED ENTERPRISES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s) :

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

FAX Aud. #: H97000007079
Letter Number: 397A00022810

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ARTICLES OF INCORPORATION
OF
O'LEARY ENTERPRISES, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

O'LEARY ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N. Osceola Ave., Ste. 312, Clearwater, FL 34615, (813)461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Anthony Walter Reid - 100 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$100.00.

ARTICLE SIX

The corporation shall have the following Directors:

Anthony Walter Reid - Director

ARTICLE SEVEN

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

1424 S.Highland Avenue

Clearwater, Florida 34616

(813) 461-1285 Fax: (813) 447-4145

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ARTICLE EIGHT

The officers of the corporation shall be:

**PRESIDENT; VICE-PRESIDENT
TREASURER; SECRETARY :**

Anthony Walter Reid

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Anthony Walter Reid

1424 S.Highland Avenue

Clearwater, Florida 34616

(813) 461-1285 Fax: (813) 447-4145

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

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ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

ARTICLE THIRTEEN

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Anthony Walter Reid - 1424 S.Highland Avenue, Clearwater, FL 34616

IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 28th day of APRIL, 1997.

Anthony Walter Reid
Anthony Walter Reid

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, ANTHONY WALTER REID, hereby accept designation as Registered Agent on this 28th day of APRIL, 1997.

Anthony Walter Reid
Anthony Walter Reid

1424 S.Highland Avenue
Clearwater, Florida 34616

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