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F. REED SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 10:26

P.O. BOX 7257
DELRAY BEACH, FL 33482

AUGUST 29, 1997

Secretary of State
Capitol Building
Tallahassee, Florida
32304

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-10/06/97--01134--003
*****70.00 *****70.00

Attention: Corporation Division

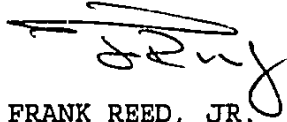
RE: F. REED SERVICES, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,


FRANK REED, JR.

CERTIFICATE OF INCORPORATION

-OF-

F. REED SERVICES, INC.

The undersigned, for the purpose of forming a corporation
under the Florida General Corporation Act, hereby adopts the
following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is F. REED SERVICES, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for
which corporations may be incorporated under the Florida General
Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has
authority to issue is 1,000,000, all of which shall be common
shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place
of business is P.O. BOX 7257, DELRAY BEACH, FL 33482 and the
street address of the initial registered office of the corporation
is 5064 WEST ATLANTIC AVE., DELRAY BEACH, FL 33484 and the name of
the initial registered agent is FRANK REED, SR..

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of
one member, but may be increased or decreased by a resolution of
the Board of Directors adopted in the manner provided in the
Bylaws of the corporation, provided that in no event shall the
Board of Directors consist of less than one member.

The name and address of the Director which constitutes
the first Board of Directors of the Corporation is:

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NAME
FRANK REED, JR.

ADDRESS
P.O. BOX 7257
DELRAY BEACH, FL 33482

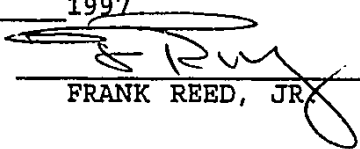
ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
FRANK REED, JR.

ADDRESS
P.O. BOX 7257
DELRAY BEACH, FL 33482

IN WITNESS WHEREOF, the undersigned have subscribed their names this 29 day of August 1997


FRANK REED, JR.

STATE OF FLORIDA)

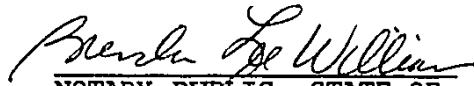
:SS

COUNTY OF PALM BEACH)

On this 30th day of Sept 1997, before me, the undersigned officer, personally appeared as FRANK REED, JR., known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

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STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

F. REED SERVICES, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

F. REED SERVICES, INC., a corporation organized under the laws of the state of Florida, with its principal office at P.O. BOX 7257, DELRAY BEACH, FL 33482 has named FRANK REED, SR. at 5064 W. ATLANTIC AVE., DELRAY BEACH, FL 33484, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
FRANK REED, JR.	President/Dir	P.O. BOX 7257 DELRAY BEACH, FL 33482

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 8/29/97


FRANK REED, SR.
Resident Agent