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10/22/97

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

600002331626--2  
-10/28/97-01060-007  
\*\*\*\*122.50 \*\*\*\*122.50

Thomas Reed  
2067 River Reach Drive, Suite 406  
Naples, Florida 34104

Dear Corporations Officer;

Please find enclosed a check for \$122.50 for incorporation fees, made payable to the State of Florida on behalf of

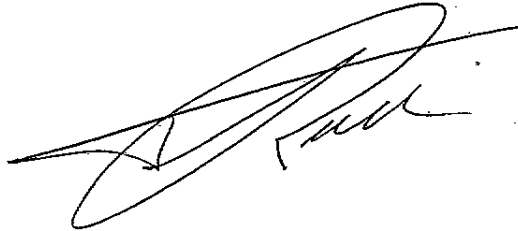
REED PUBLISHING SYSTEMS INC.

In addition, I am forwarding within this enclosure, (2) notarized copies of the Articles of Incorporation for my proposed Corporation.

Please act to file these Incorporation documents, and send me the necessary documentation so that I may commence business in November of 1997.

Thank you for your assistance.

Thomas Reed  
2067 River Reach Drive, Suite 406  
Naples, Florida 34104



FILED  
97 OCT 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nr 10/29/97

**Articles of Incorporation**

*for*

***REED PUBLISHING SYSTEMS INC.***

FILED

97 OCT 28 PM 1: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***Article I***

The name of the Corporation is  
***REED PUBLISHING SYSTEMS INC.***

***Article II***

The period of its duration is perpetual.

***Article III***

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which Corporations may be incorporated under the Florida Corporations Act.

***Article IV***

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand of the par value of \$ .005 each.

***Article V***

The Corporation will not commence business until it has received for the issuance of shares, consideration of the value of \$1,000.00 consisting of money, labor completed, or property actually received.

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*Article VI*

The street address of its principal office and its initial registered office is

2067 River Reach Drive, Unit 406, Naples, Florida 34104

and the name of the registered agent at such address is

Thomas Reed

*Article VII*

The number of Directors constituting the initial Board of Directors is one, the name and address of the person that will serve as Director until the first annual meeting of the Shareholders or until successors are elected and qualified:

Thomas Reed

2067 River Reach Drive, Unit 406, Naples, Florida 34104

*Article VIII*

The Board of Directors is empowered to make, alter, or repeal, the BYLAWS of the Corporation without restriction of their powers as conferred by statute.

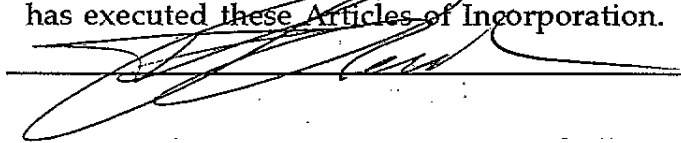
*Article IX*

The name and address of the Incorporator is:

Thomas Reed

2067 River Reach Drive, Unit 406, Naples, Florida 34104

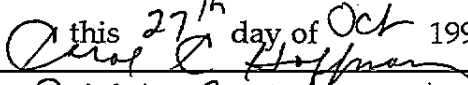
IN WITNESS WHEREOF, the undersigned, as Incorporator of this Corporation  
has executed these Articles of Incorporation.



STATE OF FLORIDA  
COUNTY OF COLLIER

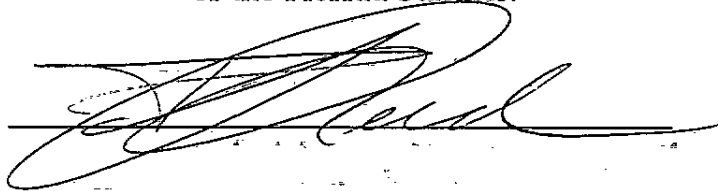
I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the  
State and County named above to take acknowledgements, personally appeared  
Thomas Reed  
to me known to be the person described as the subscriber in and who executed the  
foregoing Articles of Incorporation, and acknowledged before me that she  
subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above

this 27<sup>th</sup> day of Oct 1997.  
  
CAROL C HOFFMAN



I the undersigned, hereby accept the appointment as Registered Agent of the above  
noted Corporation. I am familiar with, and accept the obligation of Section 607.325  
of the Florida Statutes.



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97 OCT 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA