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RILEY O'STEEN, INC.
ROUTE 2, BOX 1615
MAYO, FL 32066

April 26, 1999

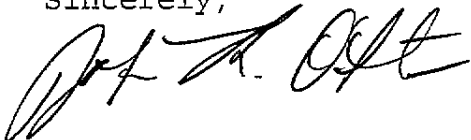
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please note that I have enclosed the corporate articles for the enclosed referenced corporation. Please note that I have also enclosed \$122.50 for the corporate fee and certification.

Please return the articles to the above address. Thank you for your help in this matter.

Sincerely,



John R. O'Steen
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RILEY O'STEEN , INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, ("Florida Business Corporation Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: RILEY O'STEEN , INC..

ARTICLE II

The principal place of business of the corporation shall be: ROUTE 2 , BOX 1615, MAYO, FL, 32066. The mailing address of the corporation shall be: ROUTE 2 , BOX 1615, MAYO, FL 32066.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand shares of capital stock of the par value or One-Dollar per share, all of which shall have full rights and privileges, including full voting rights, full participation in dividends, whether paid in cash or in rights, and all other rights and privileges normally and usually pertaining to the handling of the basic stock of a corporation.

ARTICLE IV

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The name and address of the incorporator and subscriber to these Articles of Incorporation is:

JOHN R. O'STEEN
ROUTE 2 , BOX 1615
MAYO, FL 32066

ARTICLE VI

The initial Board of Directors of the corporation shall consist of two directors. The number of directors of the Board of Directors may be increased or decreased from time to time by changes to the corporate By-Laws but shall never be less than one. The name and street addresses of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, shall be:

NAME	Office	STREET ADDRESS
JOHN R. O'STEEN	Pres/Treas	ROUTE 2 , BOX 1615 MAYO, FL 32066

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

Pursuant to Section 48.091, Florida Statutes,

JOHN R. O'STEEN

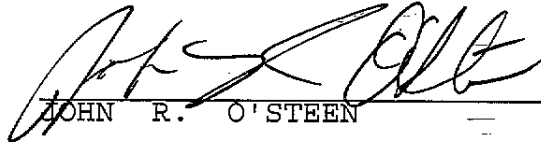
whose address is:

ROUTE 2 , BOX 1615, MAYO FL 32066

is appointed registered agent for service of process upon

RILEY O'STEEN , INC..

IN WITNESS WHEREOF, the subscribing incorporator hereunder set his hand and seal and caused these Articles of Incorporation to be executed this 28th day of APRIL, 1999.


JOHN R. O'STEEN

STATE OF FLORIDA)


COUNTY OF LAFAYETTE)

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at MAYO, FL
this 28th day of APRIL, 1999.

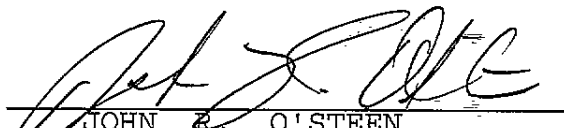


Paula O. Thomas
MY COMMISSION # 00690319 EXPIRES
January 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process within the State of Florida upon JOHN R. O'STEEN, at the place designated in Article VII of the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent for the Corporation.


JOHN R. O'STEEN

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TALLAHASSEE, FLORIDA