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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: DEGRACE, INC.

AUDIT NUMBER.....H9800000878

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1998

EMPIRE

SUBJECT: DEGRACE, INC.
REF: W98000000986

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FAX And. #: H98000000878
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ARTICLES OF INCORPORATION
OF
DeGRACE, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be DeGrace, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having One (\$1.00) Dollar par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall exist perpetually.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 20 AM 8:29

FILED

PREPARED BY:
CHARLES L. SIMON, ESQ.
600 S.W. 4th Avenue, #111
Fort Lauderdale, FL 33315
(954) 522-8366
Fla. Bar No. 240753

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ARTICLE VI

ADDRESS

The initial street address of the registered office of this Corporation in the State of Florida shall be 600 S.W. 4th Avenue, #111, Fort Lauderdale, Florida 33315.

The initial principal office address of the Corporation shall be: 11214 Pines Blvd., #136, Pembroke Pines, Florida 33026.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of this Corporation shall be Charles L. Simon, 600 S.W. 4th Avenue, #111, Fort Lauderdale, Florida 33315.

I do hereby accept the duties and responsibilities as registered agent.

Accepted this 16 day of January, 1998.


CHARLES L. SIMON

ARTICLE VIII

DIRECTORS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased and decreased from time to time by the By-Laws adopted by the Shareholders. The initial Director of the Corporation shall be:

NOELLA DEGRACE

11214 Pines Blvd., #136
Pembroke Pines, FL 33026

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation, and the number of shares of stock she has agreed to take, is as follows:

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TALLAHASSEE, FLORIDA

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
NOELLA DEGRACE	11214 Pines Blvd., #136 Pembroke Pines, FL 33026	500

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and proposed by them at the Shareholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ARTICLE XII

INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
NOELLA DEGRACE	11214 Pines Blvd., #136 Pembroke Pines, FL 33026

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 13 day of January, 1998.


NOELLA DEGRACE
 Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing was acknowledged before me, a Notary Public of the State of Florida, this 24 day of January, 1998 by NOELLA DEGRACE, who is personally known to me or who produced her driver's license as identification, and who did (did not) take an oath.

WITNESS my hand and official seal.

Shirley Rose Simon
Notary Public, State of Florida

My commission expires:



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