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* CERTIFIED BY FLORIDA BAR
WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS

FAYE A. WILLIAMS

CYNTHIA C. SEAMAN

SUSAN M. MANISCALCO

February 20, 1995

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: DeGraf, Inc.

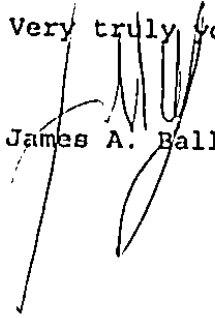
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*****70.00 *****70.00

Dear Sir or Madam:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent Designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,

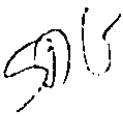

James A. Ballerano, Jr.

JAB/kac

Enclosures

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
DEGRAF, INC.

The undersigned subscriber to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

DEGRAF, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

60 N.E. 4th Avenue
Deerfield Beach, FL 33441

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

Gary C. DeGraf
60 N.E. 4th Avenue
Deerfield Beach, FL 33441

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ARTICLE V - INCORPORATOR

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

Gary C. DeGraf
60 N.E. 4th Avenue
Deerfield Beach, FL 33441

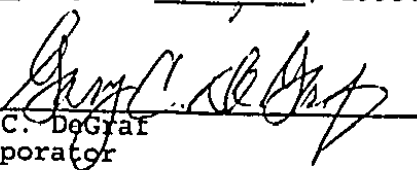
ARTICLE VI - DIRECTORS

The names and addresses of the initial directors of the corporation are:

Gary C. DeGraf
60 N.E. 4th Avenue
Deerfield Beach, FL 33441

David W. DeGraf
21340 Whitepine Road
Kildeer, IL 60047

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of February, 1995.

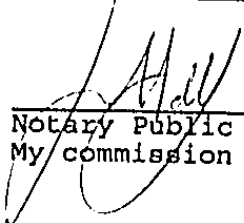


Gary C. DeGraf
Incorporator

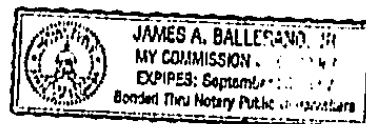
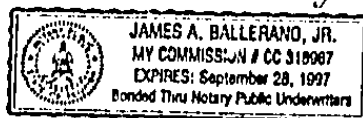
STATE OF FLORIDA)
 : SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Gary C. DeGraf, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach,
Florida, this 11 day of February 1995.



Notary Public
My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

DEGRAF, INC.

2. The name and address of the registered agent and office is:

Gary C. DeGraf
60 N.E. 4th Avenue
Deerfield Beach, FL 33441

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 17, 1995



Gary C. DeGraf

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