1-020000195

ACCOUNT NO. : 072100000032 REFERENCE: 686165 5161929 COST LIMIT : \$ 155.00 ORDER DATE: July 31, 2002 ORDER TIME: 4:10 PM ORDER NO. : 686165-010 CUSTOMER NO: 5161929 CUSTOMER: Ms. Cathy D. Morris Akerman Senterfitt & Eidson, P.a. Suite 240 2650 North Military Trail Boca Raton, FL 33431 DOMESTIC FILING NAME: 21ST CENTURY GRADING SERVICES, LLC EFFECTIVE DATE: 700006825787--5 ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP __ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: ___ CERTIFIED COPY ___ PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

CONTACT PERSON: Susie Knight - EXT. 1156

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is 21st CENTURY GRADING SERVICES LLC.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is:

c/o Armand DeAngelis

2601 South Bayshore Drive, Suite 865 Coconut Grove, FL 33133

ARTICLE III - Existence and Duration

The Limited Liability Company shall commence its existence on the date that these Articles of Organization are filed and its duration shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the manager-member.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

ARMAND DeANGELIS

2601 South Bayshore Drive, Suite 865 Coconut Grove, FL 33133 THE ROTHSCHILD/TRUST

By:

ARMAND DeANGELIS, Trustee

FRANCIS FERNANDEZ.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..

Name:

ARMAND DEANGELIS

(Date)