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(Requestor's Name)

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PICK-UP WAIT MAIL

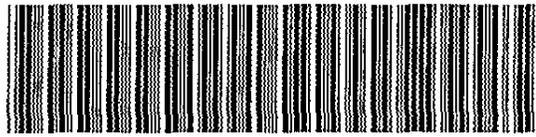
(Business Entity Name)

(Document Number)

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03 JAN 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

VI 2903

Rambo & Company

ACCOUNTANTS & TAX CONSULTANTS

9 January 2003

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: THE GRADE EXCHANGE, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the subject nonprofit corporation, along with a check for the necessary fees. Please record and return the issued State Charter or other Certification to my attention. A certified copy is not required at this time.

Return documents to me at:

Rambo & Company
655-1 West Fulton Street
Sanford, Fl. 32771
(407) 330-0991

Should you require anything further, please feel free to contact me.

Yours Respectfully,
RAMBO & COMPANY


ALEXIS KOPITUK

Enc.

Alexis Kopituk GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add director*
DATE *1-29-03*
DOC. EXAM *[Signature]*



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 16, 2003

ALEXIS KOPITUK
655-1 WEST FULTON STREET
SANFORD, FL 32771

SUBJECT: THE GRADE EXCHANGE, INC.
Ref. Number: W03000001477

We have received your document for THE GRADE EXCHANGE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 803A00002336

**ARTICLES OF INCORPORATION
FOR A NONPROFIT CORPORATION**

FILED
03 JAN 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 617.0202, Florida Statutes, the Undersigned 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.

A. NAME AND ADDRESS OF THIS CORPORATION:

**THE GRADE EXCHANGE, INC.
2181 LAKE MARION DRIVE
APOPKA, FL 32712**

B. AUTHORIZED SHARES, MAXIMUM NUMBER, AND PAR VALUE PER SHARE:

NONE

C. INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT AND REGISTERED ADDRESS:

**DEBBIE ATHERTON
2181 LAKE MARION DRIVE
APOPKA, FL 32712**

D. ELECTED DIRECTORS AND ADDRESSES:

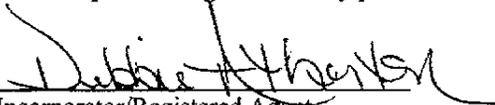
**DEBBIE ATHERTON
PRESIDENT
2181 LAKE MARION DRIVE
APOPKA, FL 32712**

**Naida Steffino
2181 Lake Marion Drive
Apopka, Fl 32712**

**LEE ATHERTON
VICE PRESIDENT
2181 LAKE MARION DRIVE
APOPKA, FL 32712**

E. The Articles of Incorporation for this Corporation are set forth on the reverse hereof and are incorporated herein by reference.

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.


Incorporator/Registered Agent

DATE: 12/25/02

ARTICLE 1: AUTHORIZED SHARES OF STOCK

No stock shall be subscribed or issued. Evidences of membership shall be issued as membership certificates.

ARTICLE 2: CORPORATE PURPOSES AND POWERS

This Corporation shall have all powers conferred upon such corporations by the State of Florida as amended from time to time and may engage in any non-profit business or activity allowed by law, is specifically formed as a service and support organization for fraternal and charitable purposes only and within the meaning and intent of Internal revenue Code Section 501(c)(3), more specifically to provide training in aquatics and ecology to youth participants.

ARTICLE 3: CORPORATE COMMENCEMENT AND EXISTENCE

This Corporation shall exist in perpetuity, and shall commence on the date of execution of these Articles if the same shall be filed with the Secretary of the State of Florida within five (5) days of said execution. If the Articles are not filed within five (5) days of execution, then the Corporation shall commence on the date filed with the Secretary of the State of Florida. Should the corporate cease to exist, then whatever remaining assets there might be shall be turned over to one or more charitable or exempt organizations under the provisions of the relevant sections of the Internal Revenue Code, or the federal, state, or local government for exclusively public purposes. The corporation shall not participate in any activity, which may be political in intent or application.

ARTICLE 4: STATED CAPITAL

None

ARTICLE 5: AMENDMENTS TO ARTICLES

Every amendment to the Articles shall be upon a majority vote of all shareholders entitled to vote a meeting called for such purposes.

ARTICLE 6: OFFICERS AND DIRECTORS

Such officers and directors as may be set forth in the by-laws of this Corporation shall conduct the business of this corporation. Officers and directors shall be elected by majority vote of the members present at an annual meeting called for that purpose and such other purpose as may come before it. Officers and directors shall serve such term as may be prescribed in the bylaws of the corporation.

ARTICLE 7: DEDICATION OF ASSETS

No part of the assets, funds, or other property of this corporation shall be used for other than charitable or educational use in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or assets of any kind shall be used for the individual benefit of shareholders, directors, officers, employees, or other persona except as may be required for reasonable compensation for services rendered to the corporation.

ARTICLE 8: MEMBERSHIP

Membership shall not be denied to anyone on the basis of race, creed, or color, and shall be granted upon application to the corporation.

-end-