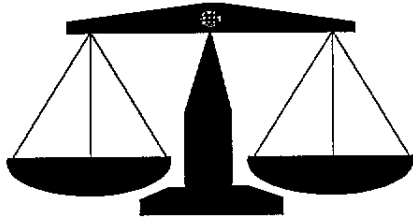


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Gram Holdings, Inc.

THE TATE EXECUTIVE BUILDING
1175 NE 125th STREET, SUITE #421
NORTH MIAMI, FLORIDA 33161
UNITED STATES of AMERICA

TEL. (305) 891-0810 FAX (305) 891-0830

E.MAIL - AMuthra@world.att.net

April 24, 1998

400002501584--9
-04/27/98--01103--002
*****78.75 *****78.75

The Florida Department of State
The Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subject: Gram Job Services, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and our check for \$78.75.

From:

ANTHONY MUTHRA
Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161
Tel. (305) 891 0810

Signed

A handwritten signature in black ink, appearing to read 'Anthony Muthra', written over a horizontal line.
Anthony Muthra

FILED
98 APR 27 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

Gram Job Services, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under **the Florida Not For Profit Corporation Act**, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be:

Gram Job Services, Inc.

ARTICLE II

Principal Office

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

**Gram Job Services, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161**

ARTICLE III

Purpose and Power

The corporation is organized for the purpose of assisting the Unemployed and Disadvantaged to gainful employment through but not limited to Job development, Training, Counseling and Outreach Programs. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Not For Profit Corporation Act.

ARTICLE IV

Manner of Election of Directors

The manner in which the directors are appointed is through recruitment and confirmation by the Board and as outline by the byelaws.

ARTICLE V

Initial Registered Agent and Street Address

The street address of the corporation initial registered office is:

**Gram Job services, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161**

The name of the initial registered agent at such address is ANTHONY MUTHRA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Duration and Existence

The duration of the corporation is perpetual. The existence of the corporation shall commence at the time of filing these articles of incorporation by the Department of State of the State of Florida

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is Two (2). Thereafter, the number of directors shall be provided in

Mia Laurent
65 NW 106th Street
Miami Shores, FL 33150

Marie Christphonte
1175 NE 125th Street #421
Miami, FL 33161


ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

ANTHONY MUTHRA
Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161.

The undersigned Incorporator has executed these Articles of Incorporation on this 24th day of April 1998.



ANTHONY MUTHRA
Incorporator

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

PURSUANT TO THE PROVISION OF SECTION 607.0501, 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

(1) The name of the corporation is:


Gram Job Services, Inc.

(2) The NAME and ADDRESS of the registered agent and office is:

ANTHONY MUTHRA
Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161

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 obligation of my position as registered agent.

Signed this 24th day of April 1998.



ANTHONY MUTHRA

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98 APR 27 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA