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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 535469 7201025

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70

ORDER DATE : December 31, 1999

ORDER TIME : 8:56 AM

ORDER NO. : 535469-005

6000003085566--6

CUSTOMER NO: 7201025

CUSTOMER: Mr. Christopher Fitzpatrick
GRADPALS, INC.
GRADPALS, INC.
2816 Eagle Run Circle
South
Clearwater, FL 33760

DOMESTIC FILING

NAME: GRADPALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

00 JAN -3 AM 11:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN -3 AM 9:52

RECEIVED

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 AM 11:47

ARTICLE I NAME

The name of the corporation shall be:

Grad PALS, Inc.

ARTICLE II PRINCIPAL OFFICE

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

2816 Eagle Run Circle South
Clearwater, Florida 33760

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 @ \$1.00 (One Hundred Thousand Shares)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

CHRISTOPHER MICHAEL FITZPATRICK
2816 Eagle Run Circle South Clearwater, FL 33760

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

CHRISTOPHER MICHAEL FITZPATRICK
2816 Eagle Run Circle South Clearwater, FL 33760


Signature/Incorporator

12/30/99
Date

(An additional article must be added if an effective date is requested.)

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


Signature/Registered Agent

12/30/99
Date