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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Scrupe (Gorporat	Consulting In	(Document #)
2. (Corporati	on Name)	(Document #)
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(Corporat	on Name)	(Document #)
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	ck up time	Certificate of Status DOC TOTAL TOTA
NEW FILINGS	AMENDMENTS	
Profit	Amendment	
NonProfit	Resignation of R.A., Office	er/Director
Limited Liability	Change of Registered Ager	nt AS
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS	REGISTRATION/ QUALIFICATION	Mary September 19 19 19 19 19 19 19 19 19 19 19 19 19
Annual Report		IN IP SE SE
Fictitious Name	Foreign	
Name Reservation	Limited Partnership Reinstatement	/ /
	Trademark	<u> </u>
	Other	Examiner's Initials

ARTICLES OF INCORPORATION OF

JGRUPE CONSULTING, INC.

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 2601 Robert Oliver Avenue, Fernandina Beach, Florida 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial director, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

DIRECTOR ADDRESS

John D. Grupe 2601 Robert Oliver Ave. Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: John D. Grupe, 2601 Robert Oliver Avenue, Fernandina Beach, FL 32034.

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ARTICLE IX. OFFICERS

The name and post office addresses of the officer who shall hold office for the first year of corporate existence or until his successor is elected or appointed is:

NAME

OFFICE

John D. Grupe 2601 Robert Olive Ave. Fernandina Beach, FL 32034 President/Secretary/Treasurer

ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: John D. Grupe, 2601 Robert Oliver Avenue, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this ______ day of May, 2000.

JOHN D. GRUPE, INCORPORATOR

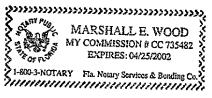
STATE OF FLORIDA

COUNTY OF NASSAU

Name: MARSHALL E. WOOD

Notary Public, State of Florida

My Commission Expires:



<u>CERTIFICATION OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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:

 JGRUPE CONSULTING, INC.
- 2. The name and address if the registered agent and office is:

JOHN D. GRUPE (Name)

2601 Robert Oliver Avenue (P. O. Box not acceptable)

Fernandina Beach, FL 32034

(City/State/Zip)

Signature

orporate officer)

Title

INCORPORATOR

Date

May \8_, 2000

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

JOHN D. GRUPE

Date

May 18 , 2000

Registered Agent Filing Fee: \$35.00