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DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P O BOX 6327

TALLAHASSEE, FL 32314

SUBJECT: GARY'S GRADING INC.

500003305505--9

-06/26/00--01160--008

127.50 **78.75

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND OUR CHECK FOR 127.50 >

Leslieann Killette GAVE
AUTHORIZATION BY PHONE TO
CORRECT Shares
DATE 06/29/00
DOC. EXAM gj

LESLIEANN KILLETTE

NAME

3000 CHEROKEE RD

ADDRESS

ST CLOUD FL 34772

CITY STATE, ZIP

407-892-3690

PHONE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 26 AM 11:36

FILED

W-16576
gj 6/29

ARTICLES OF INCORPORATION
OF
GARY'S GRADING INC

ARTICLE I. CORPORATE NAME

THE NAME OF THIS CORPORATION IS GARY'S GRADING INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

THE INITIAL OFFICE OF THIS CORPORATION SHALL BE:

3000 CHEROKEE RD
ST CLOUD FL 34772

THE REGISTERED AGENT FOR THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

LESLIEANN KILLETTE
3000 CHEROKEE RD
ST CLOUD FL 34772

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BYLAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII. INITIAL DIRECTORS

THE NAMES OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

GARY B KILLETTE
3000 CHEROKEE RD
ST CLOUD FL 34772

LESLIEANN KILLETTE
3000 CHEROKEE RD
ST CLOUD FL 34772

ARTICLE VIII. INCORPORATOR

THE NAME OF AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

LESLIEANN KILLETTE
3000 CHEROKEE RD
ST CLOUD FL 34772

ARTICLE IX. AMENDMENT

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 AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT OF THESE ARTICLES OF INCORPORATION TO BE MADE.

ARTICLE X. BEGINNING CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00. *one shares*

ARTICLE XI. OFFICERS

THE OFFICERS OF THE CORPORATON AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

PRESIDENT: GARY B. KILLETTE
SEC/TREAS: LESLIEANN KILLETTE

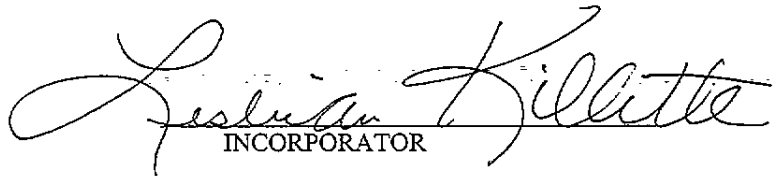
ARTICLE XII. IDEMNIFICATION

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE IDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVISE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE XIII, COMPENSATION

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYEES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

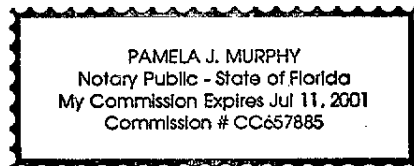
IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR HAS EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION ON JUNE 21, 2000.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, A NOTARY PUBLIC, PERSONALLY

APPEARED LESLIEANN KILLETTE, TO ME
KNOWN TO BE THE PERSON DESCRIBED AS THE INCORPORATOR AND WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME
THAT (HE) ~~(HE)~~ (SHE) SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON
JUNE 21, 2000.




NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I, LESLIEANN KILLETTE HEREBY ACCEPT THE
DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS UPON GARY'S GRADING
INC. WISHING TO ORGANISE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S
REGISTERED OFFICE AT 3000 CHEROKEE RD. ST CLOUD FL 34772, AND AGREE TO ACT AS
REGISTERED AGENT FOR SAID CORPORATION AND TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW PERTAINING TO KEEPING OPEN SAID OFFICE AND UPON WHOM PROCESS
MAY BE SERVED.

Leslieann Killette

SWORN BEFORE ME THIS 21st OF June 2000.

Pamela J. Murphy
NOTARY PUBLIC
MY COMMISSION EXPIRES:

