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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANWIT TEMEERUGSA

6233 14th Street West
Bradenton, Florida 34207

August 8, 2000

The Secretary of State
Division of Corporations
P O Box 6237
Tallahassee, Florida 32314

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*****78.75 *****78.75

Enclosed are two copies of the Articles of Incorporation for:

GRAND PALACE, INC.

Would you please issue a Charter for this Corporation. I have enclosed a money order in the amount of \$78.75 to cover fees. Should you have any questions regarding this corporation, please call me at (941) 739-2217.

Sincerely yours,

Chanwit Temeerugsa

Chanwit Temeerugsa

**ARTICLES OF INCORPORATION
OF
GRAND PALACE, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation is a natural person competent to contract and form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:
GRAND PALACE, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the State of Florida, the United States and any other State, Country, Territory, or Nation.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall consist of twenty five thousand (25,000) shares of common stock having a par value of one dollar (\$1.00) each.

The capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of the Corporation.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof as nearly as may be done without issuance of fractional shares at the price which it is offered to others.

ARTICLE V - REGISTERED AGENT

The street address of the initial principal office of the Corporation shall be 6233 14th Street West, Bradenton,, Florida 34207, and the name of the initial registered agent of the Corporation at that address is Chanwit Temeerugsa.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The number of directors may be changed. The names and addresses of the initial members of the Board of Directors are:

Chanwit Temeerugsa
6233 14th Street West
Bradenton, FL 34207

Charoon Gatekhao
2865 Grand Cayman Street
Sarasota, FL 34231

ARTICLE VIII - BY-LAWS

The By-Laws of this Corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By-Laws may be amended, altered, or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regular meeting.

ARTICLE IX - OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

Pres/Secy: Charoon Gatekhao
2865 Grand Cayman Street
Sarasota FL 34231

VP/Treas: Chanwit Temeerugsa
6233 14th Street West
Bradenton, FL 34207

ARTICLE X - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X I - INCORPORATOR AND SUBSCRIBER

The name and address of the incorporator and subscriber of these Articles of Incorporation is as follows:

Chanwit Temeerugsa
6233 14th Street West
Bradenton, FL 34207

IN WITNESS WHEREOF, I have hereunto acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 8th day of August, 2000.

Chanwit Temeerugsa.

Chanwit Temeerugsa, as Registered Agent, willing and agreeing to comply with the laws of the State of Florida relative thereto.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

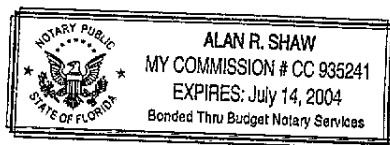
Chanwit Temeerugsa.

Chanwit Temeerugsa, as Subscriber

State of Florida)
County of Manatee)

BEFORE ME, the undersigned Notary Public, duly authorized to take acknowledgments, on this day personally appeared Chanwit Temeerugsa, as Subscriber and Registered Agent, known to me personally to be the person who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 8th day of August, 2000.



Alan R. Shaw

Notary Public

My Commission expires: _____