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BOARD CERTIFIED IN IMMIGRATION AND NATIONALITY LAW

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FILED
00 DEC 28 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 13, 2000

VIA EXPRESS MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

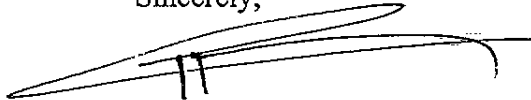
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*****78.75 *****78.75

Re: Graham & Gary, Inc.

Dear Sir or Madam:

I enclose for filing Articles of Incorporation and Registered Agent Designation for Graham & Gary, Inc. along with payment of \$78.75. Please return a certified copy to me. Thank you for your assistance.

Sincerely,



Catherine R. Henin-Clark

CRHC:leb
Enclosures

1-401

ARTICLES OF INCORPORATION
OF
GRAHAM & GARY, INC.

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The undersigned, acting as incorporator of Graham & Gary, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Graham & Gary, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 460 East Semoran Blvd., Suite 104, Casselberry, Florida 32707.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is George Dixon, 460 East Semoran Blvd., Suite 104, Casselberry, Florida 32707.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Graham Ian Holland | Chillenden Court Cottage Chillenden Canterbury Kent CT3 1PS United Kingdom |
| Gary Pym | Chillenden Court Cottage Chillenden Canterbury Kent CT3 1PS United Kingdom |

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|--------------------------|---|
| Catherine R. Henin-Clark | 390 North Orange Avenue Suite 1800 Orlando, Florida 32801 |

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13d day of December, 2000.

A handwritten signature in dark ink, appearing to read "Catherine R. Henin-Clark", is written over a horizontal line.

Catherine R. Henin-Clark
Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

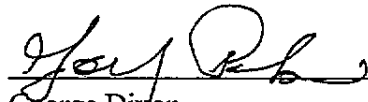
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Graham & Gary, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 460 East Semoran Blvd., Suite 104, Casselberry, Florida 32707, has named George Dixon, 460 East Semoran Blvd., Suite 104, Casselberry, Seminole County, Florida 32707, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

DATED: December 13, 2000



George Dixon
Registered Agent

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TALLAHASSEE, FLORIDA