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			January 15, 2001
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McGraw Management Inc.			
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ARTICLES OF INCORPORATION

OF

MCGRAW MANAGEMENT, INC.



The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

Article I - Name and Address

The name of this Corporation is McGraw Management, Inc. The principal place of business of this Corporation shall be 1200 Gulf Blvd., Unit 904, Clearwater, Florida, 33767, or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, no par value.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1200 Gulf Blvd., Unit 904, Clearwater, Florida, 33767. The initial registered agent of this Corporation is Thomas L. McGraw.

<u>Article IV - Incorporator</u>

The name and address of the person signing these Articles as the incorporator is:

Thomas L. McGraw 1200 Gulf Blvd., Unit 904 Clearwater, Florida 33767

IN WITNESS WHEREOF, the undersigned Incorporator has

executed these Articles of Incorporation, this 10th day of January, 2001.

Thomas L. McGraw

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PLACE DESIGNATED IN THESE ARTICLES INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES CORPORATION, AT THE RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

Thomas L. McGraw,

Registered Agent

Date