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TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
01 MAR -2 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Emerald Park Grading Service, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and our check for \$78.75.

FROM: Emerald Park Grading Service, Inc.
2472 Tall Maple Loop
Ocoee, FL 34761

500003796045--2
-03/02/01--01058--014
*****78.75 *****78.75

FEES: \$ 35.00 - Filing Fee
35.00 - Designation of Registered Agent
8.75 - Certificate of Status

\$ 78.75

ARTICLES OF INCORPORATION
OF
EMERALD PARK GRADING SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, the natural persons to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be Emerald Park Grading Service, Inc.

ARTICLE II. ADDRESS

The mailing address of this corporation shall be:
2472 Tall Maple Loop
Ocoee, FL 34761

ARTICLE III. DURATION

This corporation shall exist perpetually or until such time as it may be dissolved in accordance with existing laws.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of ONE CENT (\$.01) par value common stock.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock of the corporation.

ARTICLE VI. INCORPORATORS

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

Peter Palermo
2472 Tall Maple Loop
Ocoee, FL 34761

ARTICLE VII. RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this corporation in the following respects:

- (a) The transferability or assignment of such stock.
- (b) The preemptive rights of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer of assignment.
- (c) The redemption or purchase of such stock by the corporation.
- (d) The sale, pledge and involuntary transfer of such stock.

ARTICLE VIII. INITIAL REGISTERED OFFICE, REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 2472 Tall Maple Loop, Ocoee, FL 34761. The name of the initial Registered Agent and Resident Agent of this corporation is Peter Palermo at 2472 Tall Maple Loop, Ocoee, FL 34761.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the by laws, but shall never be less than (1). The name and address of the directors of this corporation are

Peter Palermo
2472 Tall Maple Loop
Ocoee, FL 34761

Toby Peterson
557 Palm Drive
Ocoee, FL 34761

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer of director to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of Feb, 2001, and this date the undersigned adopts these Articles of Incorporation.

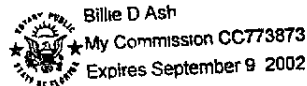

Peter Palermo

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter Palermo, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of Feb, 2001.


Notary Public, State of Florida



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:
Emerald Park Grading Service, Inc.
2. The name and address of the registered agent and office is:
Peter Palermo
2472 Tall Maple Loop
Ocoee, FL 34761

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.



Peter Palermo

Date: FEB/27/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA