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M E M O

DATE: May 10, 2001

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

TO: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FROM: CEDRIC P. HAY, ESQ./Rosemary

RE: Incorporation of M. H. Grillo, Inc.

MESSAGE: Enclosed please find the original Articles of Incorporation for M. H. Grillo, Inc. together with our trust check in the amount of \$78.75 to cover the filing fees for the corporation. If you have any questions feel free to contact our office. Thank you.

LAW OFFICES OF BEIL & HAY, P.A.

FILED
01 MAY 14 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

J. Burch MAY 22 2001

ARTICLES OF INCORPORATION
OF

M. H. GRILLO, INC.

FILED

01 MAY 14 PM 1:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following:

ARTICLE ONE

The name of the corporation shall be M. H. GRILLO, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is One Thousand (1000). All shares shall be common shares with no par value.

ARTICLE FIVE

The initial street address of the principal office of this corporation is 5136 Westshore Drive, New Port Richey, Florida 34652. The Board of Directors may from time to time designate such other addresses and places for the principal office of this corporation as it sees fit.

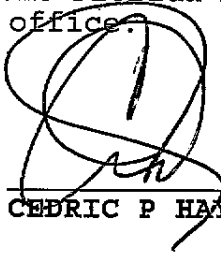
ARTICLE SIX

The resident agent for the service of process shall be **CEDRIC P. HAY, ESQ.**, BEIL & HAY, P.A., 12312 U.S. Highway 19 N., Hudson, Florida 34667.

ARTICLE SEVEN

ACKNOWLEDGMENT:

Having been named to accept service of process on behalf of the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.


CEDRIC P HAY, ESQ.

ARTICLE EIGHT

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director, who shall hold office until (a) successor(s) is/are elected and has/have qualified, is as follows:

JERRY HOELL
5136 Westshore Drive
New Port Richey, Florida 34652

ARTICLE NINE

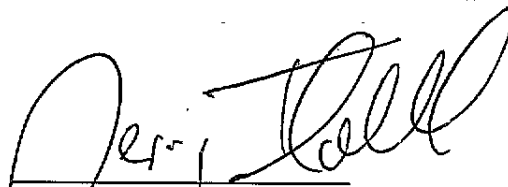
The name and address of the incorporators are:

JERRY HOELL
5136 Westshore Drive
New Port Richey, Florida 34652

ARTICLE TEN

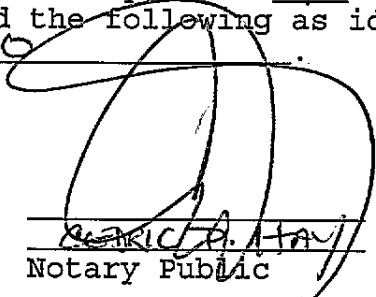
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of shareholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

9th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of May, 2001.


JERRY HOELL

STATE OF FLORIDA
COUNTY OF PASCO

THE FOREGOING instrument was subscribed and acknowledged before me, the undersigned authority, this 9th day of May, 2001, by JERRY HOELL, who produced the following as identification: FL DL # H400-428-44-417-0


Cedric P. Hay
Notary Public

 Cedric P. Hay
Commission # CC 753101
Expires August 1, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.