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**Florida Department of State**

Division of Corporations

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To:  
Division of Corporations  
Fax Number : (850) 205-0381

**EFFECTIVE DATE**7-2-01

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****GRP ENTERPRISES, INC.**

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N. Gulligan JUL 3 2001

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## ARTICLES OF INCORPORATION

EFFECTIVE DATE

7-2-01

### Article I. Name

The name of this Florida corporation is:  
GRP ENTERPRISES, INC.

### Article II. Address

The Corporation's mailing address is:  
GRP ENTERPRISES, INC.  
3840 Dellwood Rd  
Loxahatchee FL 33470

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Rogene J. Payne  
3840 Dellwood Rd  
Loxahatchee FL 33470

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Rogene J. Payne  
George F. Payne

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Mitchell D. Schepps | FL Bar Member 979139  
Sonnenschein, Nath, & Rosenthal  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401  
561-833-2410  
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

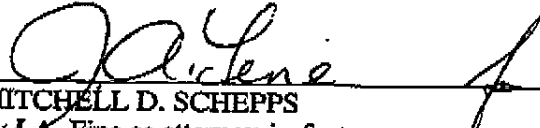
The name and address of the incorporator is:

Mitchell D. Schepps  
Sonnenschein, Nath, & Rosenthal  
Phillips Point, West Tower  
777 South Flagler Drive, Suite 1102  
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 2, 2001.

The undersigned incorporator executed these Articles of Incorporation on July 2, 2001.

  
\_\_\_\_\_  
MITCHELL D. SCHEPPS  
by L.A. Fine as attorney-in-fact

Mitchell D. Schepps | FL Bar Member 979139  
Sonnenschein, Nath, & Rosenthal  
Phillips Point, West Tower  
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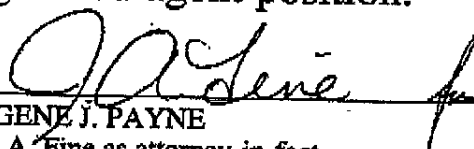
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
**GRP ENTERPRISES, INC.**

**REGISTERED AGENT/OFFICE:**  
**Rogene J. Payne**  
**3840 Dellwood Rd**  
**Loxahatchee FL 33470**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
ROGENE J. PAYNE  
by J.A. Fine as attorney-in-fact

Date: July 2, 2001

Mitchell D. Schepps | FL Bar Member 979139  
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