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TRANSMITTAL LETTER

FILED

June 29, 2001 01 JUL -5 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-07/05/01--01064--001
*****78.75 *****78.75

SUBJECT: Grand Openings, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

- | | | | |
|----------------------------------|----------------------------------|---|--|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input checked="" type="checkbox"/> \$78.75 | <input type="checkbox"/> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

ADDITIONAL COPY REQUIRED

FROM: Mark W. Brandt, Frazer Hubbard Brandt & Trask, LLP
Name (Printed or Typed)

595 Main Street
Address

Dunedin, FL 34698
City, State & Zip

727 733-0494
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles

C. BLALOCK JUL 10 2001

ARTICLES OF INCORPORATION
OF
GRAND OPENINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Grand Openings, Inc.** and its street address is 4648
Brayton Terrace N., Palm Harbor, FL 34685.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to provide consulting services to enable
businesses to successfully develop new projects and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same
kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro
rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at
which it is offered to others, except that shareholder shall not have any preemptive rights when
stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4648 Brayton
Terrace N., Palm Harbor, FL 34685 and the name of the registered agent of this corporation at
that address is Henry O. Davis III.

ARTICLE VII - INCORPORATORS

The names and addresses of the persons or entity signing these articles of incorporation are:

Henry O. Davis III 4648 Brayton Terrace N.
Palm Harbor, FL 34685

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation or for merger, acquisition or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

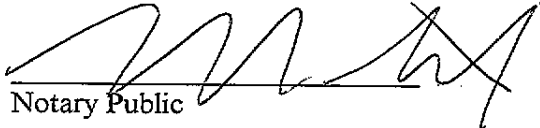
The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of June, 2001.


HENRY O. DAVIS III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of June, 2001, by HENRY O. DAVIS III, who is personally known to me or who has produced FL-Driver's License or _____ as identification.


Notary Public

OFFICIAL NOTARY SEAL
MARK W BRANDT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC711891
MY COMMISSION EXP. FEB. 24, 2002

**Frazer
Hubbard
& Brandt
& Trask**
L.L.P.
Attorneys At Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **Grand Openings, Inc.** desiring to organize or qualify under
the laws of the State of Florida, with the principal place of business at 4648 Brayton Terrace N.,
in the City of Palm Harbor, Florida, 34685, has named **Henry O. Davis III** as its resident agent
to accept service of process within Florida.

Signature: *Henry O. Davis III*
Title: *President*
Date: *June 29, 2001*

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the
place designated in the certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Signature: *Henry O. Davis III*
Date: *June 29, 2001*