

PO1000079914

DIVERSIFIED FINANCIAL SERVICES

August 8, 2001

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

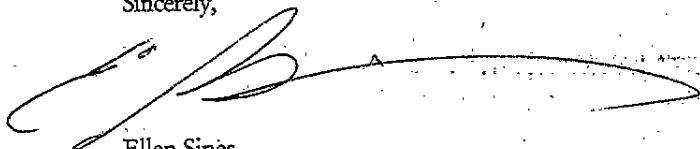
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Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Partners in Grime, Inc. along with the appropriate fees. Please record the enclosed at your earliest convenience. If you have any additional questions, please do not hesitate to contact this office.

Thank you, in advance for your promptness in handling this matter.

Sincerely,



Ellen Sinès
Accountant

Enclosure (1)

EMS/WS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
PARTNERS IN GRIME, INC.**

1. The name of the Corporation shall be and is: **PARTNERS IN GRIME, INC.**
2. The duration of the Corporation shall be perpetual and the commencement of the corporate existence shall be at the time of the filing of these Articles.
3. The general purpose of the Corporation shall be any and all lawful business for which a Corporation may be incorporated under the laws of the State of Florida.
4. The aggregate number of shares of stock of the Corporation shall be One Hundred (100) Shares of Common Capital Stock, each having a par value of One and no/100 (\$1.00) Dollar for a total authorized capitalization of One Hundred and No/100 (\$100.00) Dollars. Each of such shares shall be entitled to one (1) vote and no other classes of stock are authorized.
5. The street address of its initial registered office and the name of its registered agent at such address is:

Gene Cristina
496 S. W. Aster Road
Port St. Lucie, FL 34953

6. The initial Board of Directors for the Corporation shall be one, their names and addresses being:

Gene Cristina
496 S. W. Aster Road
Port St. Lucie, FL 34953

7. The name and address of the incorporator hereof is:

Gene Cristina
496 S. W. Aster Road
Port St. Lucie, FL 34953

8. The name and address of the resident agent is:

Gene Cristina
496 S. W. Aster Road
Port St. Lucie, FL 34953

9. The street address of the corporation is:

496 S. W. Aster Road
Port St. Lucie, FL 34953

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

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(iii) declaration of unlawful dividends or unlawful stock repurchases or redemption's , or (iv) a transaction from which the director derives an improper personal benefit.

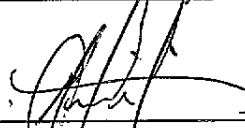
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

11. Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

12. Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing; by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation: and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

The undersigned incorporator has executed these Articles of Incorporation this 8 day of

August, 2001.



Gene Cristina.

Acknowledgment

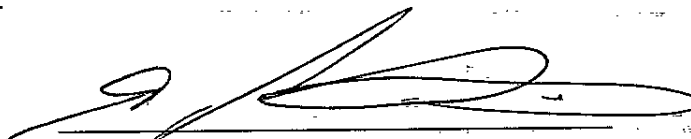
STATE OF FLORIDA

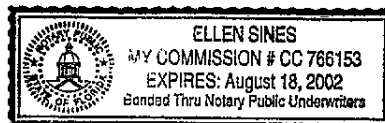
COUNTY OF ST. LUCIE

Before me, a Notary Public in and for said State and County personally appeared Gene Cristina.
Who acknowledged himself/herself to be the Incorporator of PARTNERS IN GRIME, INC., and that (s)he
signed his/her name(s) to its Articles of Incorporation for the purposes herein contained and to have the
same recorded and filed as such.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal on this 8 day of

Aug, 2001.


Notary Public



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

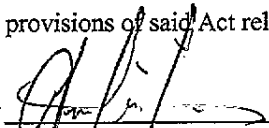
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

The PARTNERS IN GRIME, INC., (a corporation for profit) desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation of the County of St. Lucie, State of Florida, has named Gene Cristina, 496 S. W. Aster Road, Port St. Lucie Florida 34953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Certificate, I hereby accept this act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Gene Cristina.
496 S. W. Aster Road
Port St. Lucie, FL 34953