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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: GRATZIELA CONSULTING, INC.

Enclosed please find an original and two (2) copies of the Articles of Incorporation, together with our check, in the amount of \$78.75. Please return two (2) copies of the Articles of Incorporation and a Certificate Under Seal.

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-11/27/01-01011-008
*****78.75 *****78.75

FROM: LAW OFFICES OF CHARLES F. ATWOOD III
111 S.W. 3rd Street, Suite 102
Miami, Florida 33130-1926
Telephone: (305)-373-8995
Telefax: (305)-371-3055

01 NOV 26 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch NOV 29 2001

TELEPHONE
(305) 373-8995

LAW OFFICES OF CHARLES F. ATWOOD III
SUITE 102, McCORMICK BUILDING
111 SOUTHWEST THIRD STREET
MIAMI, FLORIDA 33130-1995
CHARLES F. ATWOOD III

TELEFAX
(305) 371-3055

ARTICLES OF INCORPORATION
OF

GRATZIELA CONSULTING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

GRATZIELA CONSULTING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

111 S.W. 3rd Street, Suite 102
Miami, Florida 33130-1926

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding, at any one time, is:

---FIVE HUNDRED---(500) shares
---ONE (1) DOLLAR par value

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

CHARLES F. ATWOOD III, Esquire
111 S.W. 3rd Street, Suite 102
Miami, Florida 33130-1926

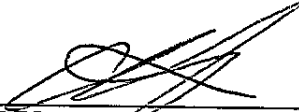
ARTICLE V - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

CHARLES F. ATWOOD III, Esquire
111 S.W. 3rd Street, Suite 102
Miami, Florida 33130-1926

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator has executed these Articles of Incorporation
this 14th day of November, 2001.

A handwritten signature in black ink, appearing to read 'Charles F. Atwood III', is written over a horizontal line.

CHARLES F. ATWOOD III, Esquire
Incorporator

CERTIFICATE 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: GRATZIELA CONSULTING, INC.

2. The name and address of the registered agent and office is:

CHARLES F. ATWOOD III, Esquire,

(NAME)

111 S.W. 3rd Street, Suite 102,

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33130-1926

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE


CHARLES F. ATWOOD III

DATE

Nov. 14, 2001