

P02000006876

Hayes & Associates, P.A.

Attorneys and Counselors at Law

2320 The Woods Drive, West
Jacksonville, Florida 32246

E-mail address: hayeslaw@mediaone.net

Dennis E. Hayes
Admitted to Florida and Georgia Bars

Telephone: (904) 220-3565
Facsimile: (904) 220-7080

January 11, 2002

The Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Old Grandma Corp.

200004772322--4
-01/14/02-01031-008
*****78.75 *****78.75

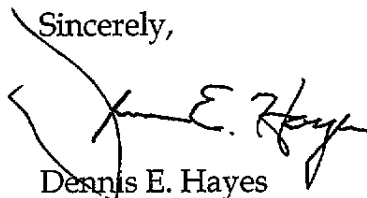
Dear Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$78.75 to cover your charges as follows:

Filing Fee	\$	35.00
Fee for Certified Copy of Articles of Incorporation	\$	8.75
Fee for Filing Certificate of Registered Agent	\$	35.00
TOTAL	\$	78.75

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,


Dennis E. Hayes

DEH:nb
Enclosures
cc: Curtis Winter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 14 PM 12:36

80-22-1

ARTICLES OF INCORPORATION
OF
OLD GRANDMA CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 14 PM 12:36

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Old Grandma Corp. The corporation's initial principal office and mailing address are located at 207 Atlantic Boulevard, Neptune Beach, Florida 32266.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on January 15, 2002.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2320 The Woods Drive West, Jacksonville, Florida 32246 and the name of the initial registered agent of this corporation is Dennis E. Hayes, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Margaret P. Knouse	605 Tidball Avenue Grove City, Pennsylvania 16127
Curtis Winter	207 Atlantic Boulevard Neptune Beach, Florida 32266
Scott B. Knouse	111 Mill Street Grove City, Pennsylvania 16127

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Curtis Winter	207 Atlantic Boulevard Neptune Beach, Florida 32266

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
PRE-EMPTIVE RIGHTS


Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal as of this 15th day of January, 2002.

 (SEAL)
CURTIS WINTER, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

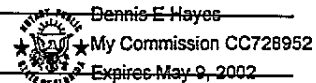
BEFORE ME, personally appeared **CURTIS WINTER** (X) to me well known and known to me to be the individual described in or () who presented his drivers license or other identification _____ and who acknowledged to and before me that he executed the foregoing instrument for the purpose therein expressed.

Witness my hand and official seal this 11th day of January, 2002.


Notary Public, State of Florida/at Large.
My Commission expires: _____

Type or Print name of notary

Commission No. _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 14 PM 12:37

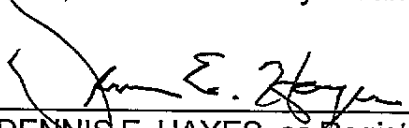
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Old Grandma Corp. desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 207 Atlantic Boulevard, Neptune Beach, Florida 32266, has designated Dennis E. Hayes, Esquire, as its initial registered agent to accept service of process within this state, and has designated as its initial Registered Office the following address:

2320 The Woods Drive West
Jacksonville, Florida 32246.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Old Grandma Corp., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at:

2320 The Woods Drive West
Jacksonville, Florida 32246.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval, County, Florida, as of this 15th day of January, 2002.


DENNIS E. HAYES, as Registered Agent