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02 FEB 14 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 12, 2002

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-02/15/02--01008--007
****122.50 *****78.75

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

Dear Sirs:

Enclosed is an original articles of incorporation and a check for \$122.50.

Justin Grace
2927 Mayfair Court
Clearwater, FL 33761
(941) 232-2544

D. WHITE FEB 19 2002

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ARTICLES OF INCORPORATION
OF

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Grace Distributors of Sarasota, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of the corporation is:

Grace Distributors of Sarasota, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 5000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Justin Grace
2927 Mayfair Court
Clearwater, Florida 33761

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director and street address is:

Justin Grace
2967 Mayfair Court
Clearwater, Florida 33761

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLES VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Justin Grace
2967 Mayfair Court
Clearwater, Florida 33761

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

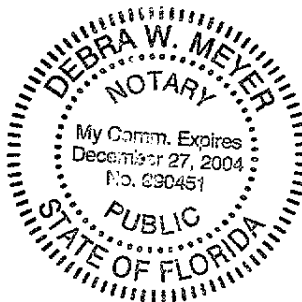
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February 13, 2002.

Justin Grace

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared Justin Grace to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation on February 13, 2002.

Debra W Meyer
Notary Public, State of Florida



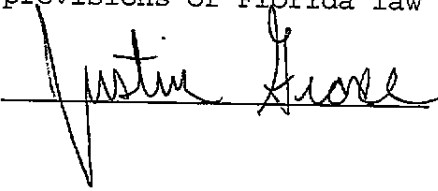
Certificate Designating Place of Business or Domicile
for the Service of Process Within This State,
Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Grace Distributors of Sarasota, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at, 2967 Mayfair Court, Clearwater, Florida 33761, County of Pinellas, State of, Florida, has named Justin Grace, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate,, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



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