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SECRETARY OF STATE  
STATE OF FLORIDA  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN -3 AM 10: 29

Gentlemen:

Re: GRESCLAY, INC.

Please file the enclosed Articles of Incorporation and return the copy enclosed indicating the filing date. We enclosed a money order in the amount of \$122.50 for filing fees. If you need further assistance, please advice.

Thank you.

Americo Araujo  
2214 NW 171 Terrace  
Pembroke Pines, FL 33028

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\*\*\*122.50 \*\*\*\*\*78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
GRESCLAY, INC**

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is: GRESCLAY, INC.

**ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE**

2214 NW 171 TERRACE  
PEMBROKE PINES, FLORIDA 33028

**ARTICLE III  
MAILING ADDRESS**

2214 NW 171 TERRACE  
PEMBROKE PINES, FLORIDA 33028

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares: 500                      Class: common                      Par Value: \$1.00

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, principal place of business and mailing address of this corporation is as follows:

2214 NW 171 TERRACE  
PEMBROKE PINES, FLORIDA 33028

The name of the initial registered agent at that address is: Americo Araujo

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is Three(3). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one(1). The names and addresses of the initial directors of the corporation are as follows:

Americo Araujo	Rony Morales	Tibaire Araujo
2214 NW 171 Terrace	2214 NW 171 Terrace	2214 NW 171 Terrace
Pembroke Pines, FL 33028	Pembroke Pines, FL 33028	Pembroke Pines, FL 33028

#### **ARTICLE VII INCORPORATOR(S)**

The name(s) and address of the incorporator(s) signing these Articles of Incorporation is:

Americo Araujo  
2214 NW 171 Terrace  
Pembroke Pines, Florida 33028

#### **ARTICLE VIII BY LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX NATURE OF THE BUSINESS**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, country or territory or nation.

#### **ARTICLE X INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI INFORMAL ACTION OF DIRECTORS**

If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENTS OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator(s) has/have executed these Articles of Incorporation this Th. day of May, 2002



Americo Araujo  
Incorporator

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of the Florida Statutes.

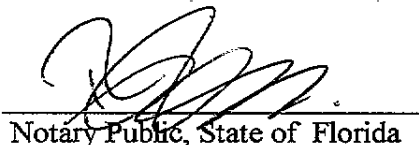
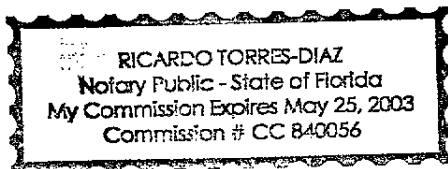


Americo Araujo  
Registered Agent

**STATE OF FLORIDA  
BROWARD COUNTY**

**BEFORE ME**, the undersigned authority, this day personally appeared a Americo Araujo me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

**IN WITNESS WHEREOF**, I have herein to set my hand and seal this Th. day of May, 2002



Notary Public, State of Florida

Identification Produced:  
Venezuela Passport  
7710105

My commission Expires: 5/25/03

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE  
OF  
GRESCLAY, INC.**

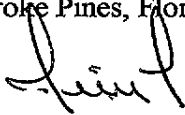
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GRESCLAY, INC.

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

Americo Araujo  
2214 NW 171 Terrace  
Pembroke Pines, Florida 33028



Registered Agent

Date: May , 2002

**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 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 A REGISTERED AGENT.**



Americo Araujo

Date: May , 2002

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