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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 30, 2002

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

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*****70.00 *****70.00

Ladies and Gentlemen:

Enclosed please find an original and copy of the Articles of Incorporation for SUPERGRADING, INC. Also enclosed is our check for seventy dollars (\$70.00) to cover the filing costs.

Please return a copy of the filed articles to W. C. Keith at 1722 Staysail Drive, Valrico, FL 33594. If you should have any questions regarding these articles, please contact me at (813) 653-1968.

Respectfully Submitted,



W. C. Keith
Registered Agent

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jhp ⑤

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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For

SUPERGRADING, INC.

ARTICLE I

NAME

The name of this corporation is SUPERGRADING, INC. and its place of business is 1722 STAYSAIL DRIVE, VALRICO, FL 33594.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation, or date of receipt by the Secretary of State, whichever is later.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

W. C. KEITH
1722 STAYSAIL DRIVE
VALRICO, FL 33594

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation is:

STEVEN WEINTRAUB
1722 STAYSAIL DRIVE
VALRICO, FL 33594

ARTICLE VII

INCORPORATOR

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

W. C. KEITH
1722 STAYSAIL DRIVE
VALRICO, FL 33594

ARTICLE VIII

AMENDMENT

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

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes 607.394 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares outstanding exclusive of the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of the receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of the notice from the corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to the full extent permitted by Chapter 607.0850 of the Florida Statutes, or any successor thereto.

ARTICLE XIII

CUMULATIVE VOTING RIGHTS

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to accumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any

shareholder to the President or Vice-President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this Corporation.

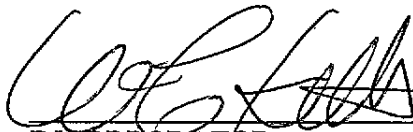
ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter of the Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under the contract.

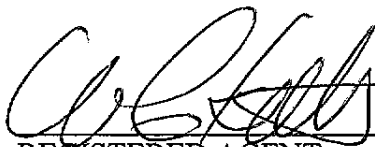
By this signature, the undersigned executes these Articles of Incorporation this

30th day of August, 2002.


INCORPORATOR
W. C. KEITH

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ACCEPTANCE AND ACKNOWLEDGEMENT


REGISTERED AGENT
W. C. KEITH