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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

GOOD GRADES, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GOOD GRADES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOOD GRADES, INC.

ARTICLE II. PLACE OF BUSINESS

The principal place of business of this corporation shall be 1700 Duncan Court, Clearwater, FL 33756, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Duncan Court, Clearwater, FL 33756 and the name of the initial registered agent of the corporation at that address is JOHN MATTHEW WOLFE.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATORS

The names and street address of the incorporators to these Articles of Incorporation are:

JOHN MATTHEW WOLFE
1700 Duncan Court
Clearwater, FL 33756

LYNN MARIE WOLFE
1535 Nursery Road, #104
Clearwater, FL 33756

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the offering for sale of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof at the price and upon the terms at which it is offered to others by the Corporation.

ARTICLE IX. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and addresses of the initial directors are:

JOHN MATTHEW WOLFE
1700 Duncan Court
Clearwater, FL 33756

LYNN MARIE WOLFE
1535 Nursery Road, #104
Clearwater, FL 33756

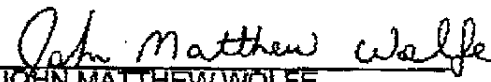
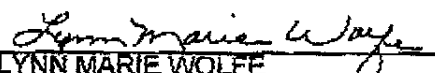
ARTICLE X. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed are:

JOHN MATTHEW WOLFE
1700 Duncan Court
Clearwater, FL 33756

LYNN MARIE WOLFE
1535 Nursery Road, #104
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned JOHN MATTHEW WOLFE and LYNN MARIE WOLFE have hereunto set their hands this _____ day of September, 2003.


JOHN MATTHEW WOLFE

LYNN MARIE WOLFE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

GOOD GRADES, INC.

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

John Matthew Wolfe
1700 Duncan Court
Clearwater, FL 33756

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.

John Matthew Wolfe
John Matthew Wolfe

Sept. 3, 2003
Date