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Philip Grace, Inc. 1309 SW 255th Street Newberry, FL 32669

November 12, 2003

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

RE: Philip Grace, Inc.

Yorothy Strace

Dear Mr. Or Ms.,

Enclosed please find the original and one copy of the Articles of Incorporation for Philip Grace, Inc. along with the registered agent acceptance and a check in the amount of \$78.75 for the Filing Fee, Registered Agent Designation and one Certified Copy.

Thank you,

Dorothy Grace Incorporator

ARTICLES OF INCORPORATION

FOR

PHILIP E. GRACE, INC.

ARTICLE I. NAME

The name of the corporation shall be:

PHILIP E. GRACE, INC.

The principal place of business of the corporation shall be 1309 SW 255th Street, Newberry, Florida. The mailing address of the corporation shall be The same.

ARTICLE II. 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 or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV, ADDRESS

The street address of the initial registered office of the corporation shall be 1309 SW 255th Street, Newberry, Florida. The name of the initial registered agent of the corporation at that address is Dorothy Grace.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number Of Directors may be increased or decreased from time to time, by the By-Laws. The name and address of the initial Director until his successors are elected and have qualified are:

NAME Philip E. Grace ADDRESS 1309 SW 255th Street Newberry, FL 32669

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII, PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at a price which is offered to others.

ARTICLE IX. SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

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

NAME
Philip E. Grace
President

ADDRESS 1309 SW 255th Street Newberry, FL 32669

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Dorothy Grace 1309 SW 255th Street Newberry, FL 32669

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for the purpose by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

<u>ARTICLE XIII, DISSOLUTION</u>

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

Dorothy Grace, Incorporator

State of Florida County of Alachua

Before me a Notary Public duly authorized in the state and county above named to take acknowledgments, personally appeared Dorothy Grace, well known to me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this

day of November, 2003.

Notary Public

State of Florida

LEANN M. SLAUGHTER Notary Public, State of Florida My comm. expires July 21, 2004 No. CC938065

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Philip Grace, Inc., the place designated in Article Four of its Articles of Incorporation, I hereby agree to act in this capacity, 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 Section 607.325 Florida Statutes.

Dorothy Grace

11-14-03

Date