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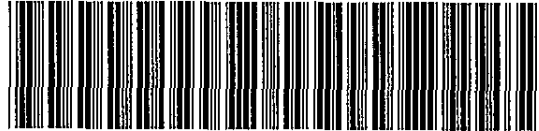
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 474239 7145323

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : March 4, 2004

ORDER TIME : 1:06 PM

ORDER NO. : 474239-005

CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette
Grayrobinson, P.a.

P.o. Box 120848

Clermont, FL 34712-0848

DOMESTIC FILING

NAME: GRASS ROOTS DEVELOPMENT,
INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 8, 2004

CSC

SUBJECT: GRASS ROOTS DEVELOPMENT, INC..
Ref. Number: W04000009237

Resubmit

We have received your document for GRASS ROOTS DEVELOPMENT, INC..
However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRASS ROOTS AIR PARK DEVELOPMENT, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and street address of this corporation shall be: **GRASS ROOTS AIR PARK DEVELOPMENT, INC.**, 301B PARK AVENUE NORTH, WINTER PARK, FL 32789.
The mailing address of this corporation shall be: 301B PARK AVENUE NORTH, WINTER PARK, FL 32789.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID C. GAY	301B Park Avenue North Winter Park, FL 32789

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID C. GAY	301B Park Avenue North Winter Park, FL 32789

ANN M GAY

301B Park Avenue North
Winter Park, FL 32789

ARTICLE V
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 Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be

removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

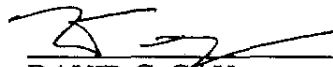
ARTICLE X **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 301B PARK AVENUE NORTH, WINTER PARK, FL 32789. The name and address of the Registered Agent of this corporation is: DAVID C. GAY, 301B PARK AVENUE NORTH, WINTER PARK, FL 32789.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 3 day of MARCH, 2004.



DAVID C. GAY

ACCEPTANCE

I hereby accept appointment as Registered Agent of **GRASS ROOTS AIR PARK DEVELOPMENT,**
INC. —

Dated: MARCH 3, 2004.



DAVID C. GAY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA