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2004 MAR 22 P 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
GRINCHART, INC.  
A Florida Corporation**

The undersigned incorporator to the Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

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**ARTICLE I. NAME**

The name of this corporation shall be GRINCHART, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 3973 Helene Street in the City of Sarasota, County of Sarasota, State of Florida, and the post office address of said principal office of the corporation shall be 3973 Helene Street, Sarasota, FL 34233.

**ARTICLE III. PURPOSE**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

GRINCHART INC.'s main goal is customers' satisfaction at all times and providing the utmost, complete, professional, and timely services to prospective customers.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be **1000** shares of **common stock** of the par value of one **dollar (\$1.00) per share.**

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**ARTICLE V. DIRECTORS OR OFFICERS OF THE CORPORATION**

The names, address and titles of the Director/Officers of this corporation are:

**WESLEY KANE**

**President,**

**3973 Helene Street,**

**Sarasota, FL 34233**

**ELIZABETH J. BREault**

**Vice-President**

**3973 Helene Street,**

**Sarasota, FL 34233**

**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The registered office of the corporation shall be at 3973 Helene Street, Sarasota, FL 34233. The registered agent is WESLEY KANE. Either the registered office or the registered agent may be changed in a manner provided by law.

**ARTICLE VII. INCORPORATOR (S)**

The said name of Incorporator shall be WESLEY KANE whose address is 3973 Helene Street, Sarasota, FL 34233

**ARTICLE VIII. DURATION**

The corporation shall have perpetual existence.

**ARTICLE IX. REGULATION OF BUSINESS**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. **Management.** Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be

by statute, or by the articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stock holders.

2. **Officers.** The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.
3. **Contracts.** No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director, or officer or are members, directors, or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested: and no contract, act, or transaction of the corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of

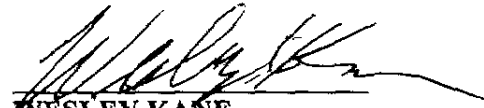
himself or herself or any firm, association, or corporation in which he or she may in any way be interested.

**ARTICLE X. AMENDMENTS**

This corporation reserves the right to amend alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

In Witness Whereof, the undersigned has hereunto set his hand on this \_\_\_\_ day of

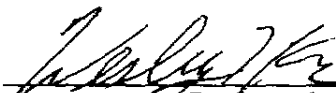
3-17-04, 2004.

  
WESLEY KANE  
Incorporator

**CONSENT FOR REGISTERED AGENT FOR  
GRINCHART, INC.  
A FLORIDA CORPORATION**

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 am familiar with and accept the obligations of my position as registered agent.

Dated: 3-17-04

  
WESLEY KANE, Registered Agent  
3973 Helene Street, Sarasota, FL 34233

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