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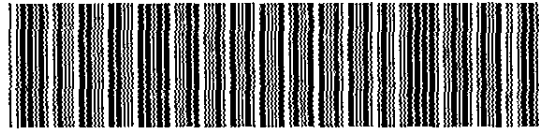
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 632289 109174A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : May 10, 2004

ORDER TIME : 10:39 AM

ORDER NO. : 632289-005

CUSTOMER NO: 109174A

CUSTOMER: Roy Diaz, Esq  
Smith Hiatt & Diaz, P.a.

Suite 303  
2691 East Oakland Park Blvd.  
Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: GRADXCHANGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**FILED**

2004 MAY 10 A 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GRADXCHANGE, INC.**

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary

of State of the State of Florida, the following Articles of Incorporation for such corporations:

**ARTICLE I - NAME**

The name of the corporation is:

**GRADXCHANGE, INC.**

**ARTICLE II - PURPOSE**

The general nature of the business to be conducted and carried on by this corporation is:

(a) To engage in business of staffing and recruiting.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of building or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or territory of the United States or of any other state or territory of the United States or any foreign country, except monies or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, stocks or obligations or proceeds thereof among the stockholders of this company.

(e) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the

enumeration of any specific business shall not restrict any other business of the corporation.

(h) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things, insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it is organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States or in any foreign country or countries.

#### **ARTICLE III - DURATION**

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles.

#### **ARTICLE IV - CAPITAL STOCK**

(a) The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

#### **ARTICLE V - 1244 STOCK**

The capital stock of the corporation will be issued in accordance with the

requirements of Section 1244 of the Internal Revenue Code of 1986, and as amended.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is **9406 Cavendish Drive, Tampa Florida 33626** and the initial registered agent of this corporation is **Roy A. Diaz, Esquire**. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and post office address of the first Board of Director, who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is selected and has qualified, is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
RUSSELL LIEBOWITZ	9406 Cavendish Drive, Tampa Florida 33626
JAMIE KAUFMAN	9406 Cavendish Drive, Tampa Florida 33626

#### **ARTICLE IX - INCORPORATOR**

The names and street address of each subscriber and incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RUSSELL LIEBOWITZ	9406 Cavendish Drive, Tampa Florida 33626

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

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#### **ARTICLE XI - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE XII - TRANSACTIONS WITH DIRECTORS AND OFFICERS**

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or any members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a part or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract act or transaction of this corporation or in which this corporation is interested, and no contract act or transaction of this corporation with any person or persons, firms, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meeting for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.



### ARTICLE XIII - AMENDMENTS

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


### ARTICLE XV - MISCELLANEOUS

(a) The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its by-laws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statute.

I, the undersigned, being the original subscriber to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and accordingly have hereunto set my hand and seal this 3 day of May, 2004.

  
\_\_\_\_\_  
RUSSELL LIEBOWITZ

STATE OF FLORIDA                    )  
  SS.  
COUNTY OF HILLSBOROUGH )

BEFORE ME, the undersigned authority, personally appeared RUSSELL

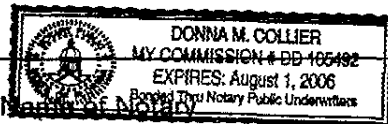
LIEBOWITZ who, after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Incorporation and acknowledges that said execution is a free and voluntary act and deed, and that the facts herein stated are truly set out.

The foregoing instrument was acknowledged before me this 3rd day of May, 2004, by RUSSELL LIEBOWITZ who has [☒] produced Florida driver's license as identification or [☐] who is personally known to me.

Donna M. Collier

Notary Public (Signature)

\_\_\_\_\_  
(SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **GRADXCHANGE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9907 Hartwell Bridge Circle, Tampa, FL 33626, and has named **ROY A. DIAZ, ESQUIRE**, located at **2691 East Oakland Park Boulevard, Suite 303, Fort Lauderdale, Florida 33306** as its registered agent to accept service of process within Florida.

Tampa, Hillsborough County, FL.  
Florida driver's license presented  
by Russell Liebowitz on 5/3/04.

Donna M. Collier



A handwritten signature in black ink, appearing to read "Russell Liebowitz", written over a horizontal line.

RUSSELL LIEBOWITZ  
Title: Director  
Date: May 3, 2004

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in black ink, appearing to read "Roy A. Diaz", written over a horizontal line.

ROY A. DIAZ, ESQUIRE  
Date: May 7, 2004

**FILED**  
2004 MAY 10 A 11:01  
CLERK OF STATE  
TALLAHASSEE, FLORIDA