

P04000112743

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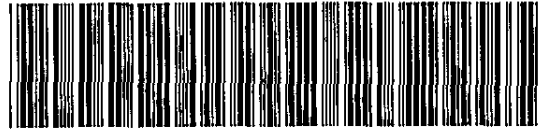
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07/26/04--01014--014 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE
7-30-04

Arlene Ortner
1542 Clydesdale Avenue
Wellington, FL 33414
Telephone and Fax: 561/333-8145

July 23, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Kelly Corp.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-named corporation, together with my check in the amount of \$78.75 representing the total filing fee. I would appreciate it if you would forward a certified copy of the Articles, once filed, to my attention in the self-addressed stamped envelope provided for your convenience.

Thank you for your attention and should you have any questions, please do not hesitate to contact me.

Sincerely,



Arlene Ortner

Encs.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 27, 2004

ARLENE ORTNER
1542 CLYDESDALE AVENUE
WELLINGTON, FL 33414

SUBJECT: KELLY CORP.
Ref. Number: W04000028572

We have received your document for KELLY CORP.. 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.

The document number of the name conflict is P02000107473.

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
Document Specialist
New Filings Section

Letter Number: 404A00047129

Arlene Ortner
1542 Clydesdale Avenue
Wellington, FL 33414
Telephone and Fax: 561/333-8145

July 30, 2002

Ms. Loria Poole, Document Specialist
New Filings Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Gramercy Corp.

Dear Mr. Poole:

Pursuant to your letter of July 27, 2004 (copy enclosed), enclosed please find an original and one copy of the Articles of Incorporation for Gramercy Corp., together with a self-addressed stamped envelope in which to return a certified copy once it has been filed. A check for \$78.75 was previously forwarded to you when Kelly Corp. was not filed.

Thank you for your attention.

Sincerely,


Arlene Ortner

Encs.

ARTICLES OF INCORPORATION
OF
GRAMERCY CORP.

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-SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I
GRAMERCY CORP.

The name of this Corporation shall be GRAMERCY CORP.

ARTICLE II
PURPOSE

This Corporation is organized for the purposes of the purchasing, selling and managing real property and other lawful business

ARTICLE III
CAPITAL STOCK

The capital stock of this Corporation shall consist of 100 (one hundred) shares of common stock at no par value, and nonassessable.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this Corporation shall be 1542 Clydesdale Avenue, Wellington, Florida 33414. The initial registered office of this Corporation shall be located at 1542 Clydesdale Avenue, Wellington, Florida 33414, and the name of the initial Registered Agent of this Corporation shall be Neil Ortnr.

ARTICLE V
INITIAL BOARD OF DIRECTORS

This Corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial Directors are Neil Ortnr, whose address is 1542

EXPIRATION DATE
7-30-04

Clydesdale Avenue, Wellington, Florida 33414 and Arlene Ortner, whose address is 1542 Clydesdale Avenue, Wellington, Florida, 33414.

ARTICLE VI

SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

1. The time and place of the annual Shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called and noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any

one or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or jointly, may be a party or parties to, or may be interested in any such 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 or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

ARTICLE VII

OFFICERS

The officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be:

Neil Ortner - President / Secretary

Arlene Ortner - Vice President / Treasurer

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Neil Ortner, 1542 Clydesdale Avenue, Wellington, Florida 33414.

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this

reservation.

ARTICLE X
COMMENCEMENT

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 30th day of July, 2004.



NEIL ORTNER, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared NEIL ORTNER, to be personally known and who has produced _____ as Identification and to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 30th day of July, 2004.

My Commission Expires:



NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE



**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, and Section 607.0501, Florida Statutes, the following is submitted in compliance with said Statute.

First: That GRAMERCY CORP. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1542 Clydesdale Avenue, Wellington, Florida 33414, has named Neil Ortner as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.

Neil Ortner
NEIL ORTNER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA