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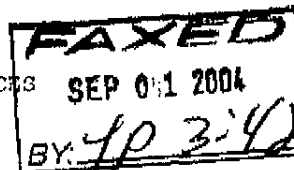
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FLORIDA PROFIT CORPORATION OR P.A.

Grace Development Corp.

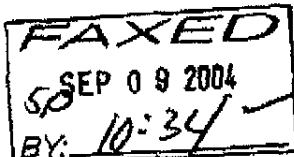
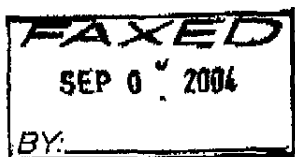
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 9, 2004

FLORIDA FILING & SEARCH SERVICES

SUBJECT: GRACE DEVELOPMENT GROUP, INC.
REF: W04000033791

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

If you have any further questions concerning your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filings Section

FAX Aud. #: H04000179615
Letter Number: 204A00054015

H040001796153

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:
Grace Development Group, Inc.

Article II. Address

The Corporation's mailing address is:

**Forbes Capital Group, Inc.
20801 Biscayne Blvd.
Suite 403
Aventura, FL 33180**

Article III. Registered Agent

The name and address of the Corporation's registered agent is:

**J. David Washington
Forbes Capital Group, Inc.
20801 Biscayne Blvd., Suite 403
Aventura, FL 33180**

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

**Forbes Capital Group, Inc.
20801 Biscayne Blvd.
Suite 403
Aventura, FL 33180**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

**American Incorporators Ltd.
1220 North Market Street
Wilmington, DE 19801
800-421-2661**

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, with a par value of 1.00.

Article VI. Incorporator

The name and address of the incorporator is:

Curtis Sweltz

1220 N. Market Street

Suite 606

Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon filing of this certificate.

The undersigned incorporator executor executed these Articles of Incorporation
On August 30, 2004

Curtis Sweltz
Curtis Sweltz
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

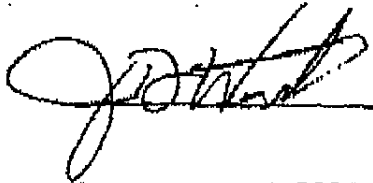
Grace Development Group, Inc.

REGISTERED AGENT/OFFICE

J. David Washington
Forbes Capital Group, Inc.
20801 Biscayne Blvd., Suite 403
Aventura, FL 33180

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate.

I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Date: August 30, 2004

American Incorporators Ltd.
1220 North Market Street
Wilmington, DE 19801
800-421-2661

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