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# Spira, Beadle & McGarrell, P.A.

Attorneys & Counselors at Law 5205 Babcock Street, N.E. Palm Bay, Florida 32905

Jack B. Spira James P. Beadle Thomas P. McGarrell Stephen E. Spira

Telephone: (321) 725-5000 Facsimile: (321) 724-6008

April 13, 2005

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: GRAEF BUSINESS SOLUTIONS, INC.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with our original filing fee in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,

STEPHEN E. SPIRA

SES/jlt Enclosures

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#### ARTICLES OF INCORPORATION

**OF** 

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# GRAEF BUSINESS SOLUTIONS, ING

THE UNDERSIGNED, subscriber to these Articles of Incorporation, a Hattiral person, competent to contract, forms a corporation under the laws of the State of Florida; and further agrees to the following conditions of said corporation.

#### ARTICLE I - NAME

The name of this corporation is: GRAEF BUSINESS SOLUTIONS, INC.

# **ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

# **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

# **ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

#### ARTICLE V - 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 VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 7038 BUTTONBUSH LOOP, HARMONY, FLORIDA 34773.

The name and address of the initial registered agent of this corporation is: CHARLES GRAEF, 7038 BUTTONBUSH LOOP, HARMONY, FLORIDA 34773.

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

This corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The names and addresses of the initial Director of the corporation are:

NAME		ADDRESS
CHARLES GRAEF		7038 BUTTONBUSH LOOP HARMONY, FLORIDA 34773
REBECCA GRAEF	· · · · · · · · · · · · · · · · · · ·	7038 BUTTONBUSH LOOP HARMONY, FLORIDA 34773

### ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
CHARLES GRAEF	7038 BUTTONBUSH LOOP HARMONY, FLORIDA 34773
REBECCA GRAEF	7038 BUTTONBUSH LOOP HARMONY, FLORIDA 34773

# ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President - REBECCA GREAF

Vice President

CHARLES GRAEF

Treasurer

CHARLES GRAEF

Secretary

REBECCA GRAEF

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

# **ARTICLE X - BY-LAWS**

<u>Section 1.</u> The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

<u>Section 2.</u> Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

# ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this // day of April, 2005

CHARLES GRAEF

REBECCA GRAEF

# **DESIGNATION OF REGISTERED AGENT**

I HEREBY ACCEPT the designation as Registered Agent of GRAEF BUSINESS SOLUTIONS, INC.

CHARLES ORAEF

SIGNE JARY OF STATE