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GRACE RETURNCO INC.

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ARTICLES OF INCORPORATION
OF
GRACE RETURNCO INC.

ARTICLE I - Name and Address

The name of this corporation is GRACE RETURNCO INC. The mailing address and principal office of the corporation is 2424 Andalusia Way NE, St. Petersburg, Florida 33704.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2424 Andalusia Way NE, St. Petersburg, Florida 33704, and the name of the initial registered agent of this corporation at that address is BRUCE S. WELCH.

ARTICLE V - Incorporator

The name of the person signing these Articles is BRUCE S. WELCH, whose address is 2424 Andalusia Way NE, St. Petersburg, Florida 33704.

ARTICLE VI - Initial Board of Directors

The number of Directors constituting the Initial Board of Directors of the Corporation shall be one, and the name and address of the person sworn to serve as a Director until the first annual meeting of shareholders or until his successors are elected and qualified are:

Name

Address

Bruce S. Welch

2424 Andalusia Way NE
St. Petersburg, Florida 33704

Prepared By:

Michael T. Cronin, Esq.
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0469841
(727) 461-1818

ARTICLE VII - OFFICERS

The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Bruce S. Welch	President	2424 Andalusia Way NE St. Petersburg, Florida 33704
Terri L. Welch	Secretary	2424 Andalusia Way NE St. Petersburg, Florida 33704

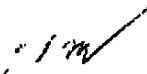
ARTICLE VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX - Amendment

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

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 3rd day of August, 2006.



BRUCE S. WELCH

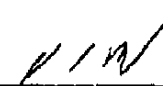
CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, GRACE RETURNCO INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated: August 3, 2006



BRUCE S. WELCH

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