

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0101 FAX

800-342-8086



ACCOUNT NO. : 210000003

REFERENCE : 583158 86901Q

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 21, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 583158

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Hardin - 86901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

700001462117
-04/21/95--0101--018
****122.50 ****122.50

DOMESTIC FILING

NAME: GRIME STOPPERS INTERNATIONAL,
INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN APR 24 1995

RECEIVED
95 APR 21 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
95 APR 24 PM 3:36

~~W95-8630~~

~~W95~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GRIME STOPPERS INTERNATIONAL, INC.
Ref. Number: W95000008630

We have received your document for GRIME STOPPERS INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00018946

FILED
95 APR 24 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRIME STOPPERS INTERNATIONAL, INC..

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is GRIME STOPPERS INTERNATIONAL, INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 5874 Deerfield Place, Lake Worth, Florida 33463.

THIRD: The mailing address, wherever located, of the corporation is 5874 Deerfield Place, Lake Worth, Florida 33463.

FOURTH: The amount of the authorized capital stock of the corporation is One Hundred million (100,000,000) shares of common stock and twenty million (20,000,000) shares of preferred stock with the par value and voting restrictions set forth below in Articles FIFTH and SIXTH. The common and the preferred stock shall be entitled to all the same rights and privileges except for the voting restrictions set forth below in Articles FIFTH and SIXTH.

No stockholder of the corporation shall by reason of holding shares in the corporation possess a preemptive and preferential right to purchase: or subscribe to shares of any class of this corporation now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase of any class, now or hereafter to be authorized.

FIFTH: The aggregate number of shares of common stock which this corporation shall have authority to issue shall be one hundred million (100,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

SIXTH: The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock, Series B preferred stock, and Series C preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below:

(a) Series A preferred stock which shall consist of ten million shares (10,000,000) shall have no voting rights.

(b) Series B preferred stock which shall consist of nine million nine hundred ninety thousand shares (9,990,000) shall have no voting rights.

(c) Series C preferred stock which shall consist of ten thousand (10,000) shares, shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of preferred stock, Series C, shall be entitled to one vote for each share of preferred stock, Series C, held.

SEVENTH: Authorized stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which have been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay debts of the corporation and no paid up stock and no stock issued as fully paid shall ever be assessable or assessed and the Articles of Incorporation shall not be amended in this particular.

EIGHTH: The street address of the initial registered office of the corporation in the State of Florida is 5874 Deerfield Place, Lake Worth, Florida 33463.

The name of the initial registered agent of the corporation at the said registered office is Donald Paradiso.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

NINTH: The name and the address of the incorporator are:

NAME

ADDRESS

Gina M. Hardin

2 South Biscayne Boulevard
Suite 1810
Miami, Florida 33031

TENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

ELEVENTH: The duration of the corporation shall be perpetual.

TWELFTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

THIRTEENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 20th, 1995.


Gina Hardin, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Don A. Paradiso
Don A. Paradiso, Registered Agent

Date: April 20th, 1995

FILED
95 APR 24 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA