

JAY CEE ENTERPRISES  
P O Box 903  
Crystal River, Fla. 32629  
Fax (904) 795 0038  
(904) 795 6652

P95000053859

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee Florida 32314

Re; KGRAND SOUTHERN PRODUCTS LTD, INC

Gentlemen:

With regard to the above captioned, please find:

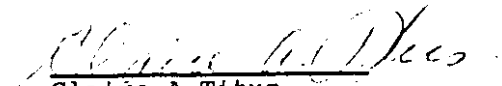
1. Certificate for "Registered Agent"
2. Articles of Incorporation
3. Check No.1051 to cover the following:

- a. \$35.00 to register Corporation
- b. \$35.00 to register Agent
- c. \$52.50 for return of Certified Copy

2:00PM 11/5/95  
-07/10/95--01041--0005  
\*\*\*\*122.50 \*\*\*\*122.50

Thanking you in advance for your usual prompt and courteous  
attention to the above,

Very truly yours,

  
Claire A Titus

ARTICLES OF INCORPORATION  
OF  
GRAND SOUTHERN PRODUCTS LTD, INC.

ARTICLE I NAME

The name of this corporation is **GRAND SOUTHERN PRODUCTS LTD, INC.**

ARTICLE II

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawfull business for which corporations may be incorporated under chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof ( as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **No 4 NE Third St., Crystal River, Florida, 34429** and the name of the initial registered agent of this corporation at that address is **CLAIRE A. TITUS.**

FILED  
JUL 10 1963  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
FLORIDA

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three officers constituting the initial

Board of Directors. The number of officers may be increased from time to time by the by-laws; however, there shall never be more than ten. The names and addresses of the initial officers are:

DOUGLAS R. SHERMAN, President  
10230 BILMYER HWY  
TUCUMSEH MI. 49286

FRANK S. PRUCIANO, Secty/Treas.  
P O BOX 640291  
BEVERLY HILLS FL 34464-0291

THAD DOUGLAS SHERMAN, Vice President  
6203 W PINEDALE CIRCLE  
CRYSTAL RIVER FL 34429

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: DOUGLAS R. SHERMAN  
6203 W. PINEDALE CIRCLE  
CRYSTAL RIVER FL. 34429

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the Seventh day of July 1995

Douglas R. Sherman  
Douglas R. Sherman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that **GRAND SOUTHERN PRODUCTS LTD, INC.** desiring to organize or qualify under the laws of the State of Florida with its principal place of business at:

6203 Pinedale Circle.  
Crystal River Fl 34429  
has named **Claire A. Titus** located at No 4 NE Third Street  
Crystal River, Florida, as its agent to accept service of process within Florida.

DATED July 7, 1995

Douglas R. Sherman  
Douglas R. Sherman, Incorporator

55 JUL 10 PM 1:00  
CLERK OF COURT  
CLERK OF COURT  
CLERK OF COURT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Claire A. Titus  
CLAIRE A TITUS, Registered Agent

COUNTY OF CITRUS ) SS  
)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Douglas R. Sherman** known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this Seventh day of July 1995

[ S E A L ]

*Clair A. Dyer*  
NOTARY PUBLIC, State of Florida  
Notary Public, State of Florida at Large  
My Comm. Expires Oct. 11, 1995  
Dorinda H. Dyer, Atty Notary Brokerage

RECORDED  
95 JUL 10 PM 1:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA