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RICHARD L. HEFFERNAN, P.A.

CERTIFIED PUBLIC ACCOUNTANT
 P.O. BOX #17
 2011 E. MAIN STREET
 PAHOKEE, FLORIDA 33478

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cresskill, Inc. (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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 P.M. 1995

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

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CERTIFICATE OF INCORPORATION

-of-

GRESSKILL, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

GRESSKILL, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ~~XXXXXXXXXXXXXXX~~ ^{ONE THOUSAND (1,000)} shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ~~XXXXXXXXXXXX~~ ^{ONE THOUSAND (\$1,000.00)} ~~XXXXXXXXXXXX~~ DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1416 E. MAIN STREET

PAHOKEE, FL. 33476

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

<u>ROBERT W. SHERMAN</u>	<u>LORETTA M. SHERMAN</u>
<u>1416 E. MAIN STREET</u>	<u>1416 E. MAIN STREET</u>
<u>PAHOKEE, FL. 33476</u>	<u>PAHOKEE, FL. 33476</u>
_____	_____
_____	_____

ARTICLE IX


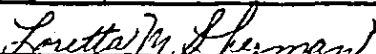
The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

<u>ROBERT W. SHERMAN</u>	<u>1416 E. MAIN STREET</u>
_____	<u>PAHOKEE, FL. 33476</u>
<u>LORETTA M. SHERMAN</u>	<u>1416 E. MAIN STREET</u>
_____	<u>PAHOKEE, FL. 33476</u>

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Robert W. Sherman AND Loretta M. Sherman, both being natural persons, competent to contract, have hereunto set their hands and seals this 14th. day of August 1995.

X  (SEAL)
 X  (SEAL)

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Robert W. Sherman and Loretta M. Sherman to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 14th day of August 1995.

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT GRESSKILL, INC.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 1416 E. MAIN STREET PAHOKEE FL 33476
(Business Address, City and State)

HAS NAMED RICHARD L. HEFFERNAN
(Name of Registered Agent)

LOCATED AT 2911 E. MAIN STREET PO BOX 617 PAHOKEE FL 33476
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF PAHOKEE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE President

DATE 08-14-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(REGISTERED AGENT)

DATE 8-14-95

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

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