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Paul J. Burns
Attorney at Law
12525 Walsingham Road
Largo, FL 34644

(813) 595-4540 Phone

(813) 596-1016 Fax

May 23, 1996

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

900001843409
-05/30/96--01001--004
****122.50 ****122.50


Re: G-R², INC.

Enclosed please find original and copy of Articles of Incorporation for the above corporation. Kindly file the Articles and Agent Registration and return a certified copy to my office. I have enclosed my client's check in the amount of \$122.50 for your fees.

Pursuant to my phone conversation with Sharon this morning, my client acknowledges the problems its name will cause. My client understands that the computer/recording system for the State will not be capable of showing the number 2 in superscript, as is shown in the G-R², Inc. Articles of Incorporation, and that the number 2 will reflect a "normal" 2, i.e. G-R2, Inc. Nonetheless, the Articles of Incorporation will reflect the proper name of the corporation, and my client will identify itself as such in the course of its dealings.

If you have any questions, do not hesitate to contact me.

Very truly yours,


Paul J. Burns

FILED
96 MAY 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JUN - 4 1996

ARTICLES OF INCORPORATION
OF
G-R², Inc.

FILED
96 MAY 20 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is G-R², Inc.

ARTICLE TWO

DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR

STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3224 47th Terrace North, St. Petersburg, Florida 33714 and the name of the initial registered agent at such address is Richard W. Quail.

ARTICLE SIX

PRINCIPAL OFFICE

The street address of the principal office and mailing address is 3224 47th Terrace North, St. Petersburg, Florida 33714.

ARTICLE SEVEN

DIRECTORS

The board of directors of the corporation shall consist of not less than two (2) members and may be changed from time to time in accordance with the By-laws of the corporation.

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 34644.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

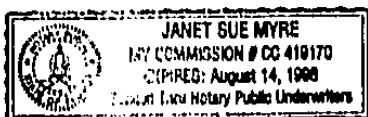
The undersigned has executed these Articles of Incorporation this 23rd day of May, 1996.


PAUL J. BURNS
INCORPORATOR

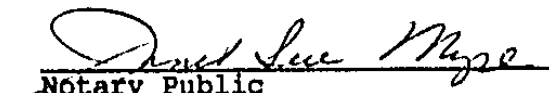
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of May, 1996, by Paul J. Burns who is personally known to me or who has produced Florida Driver's License as identification.

(Seal)



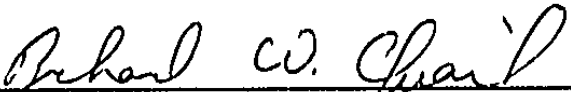
My Commission Expires:


Notary Public
Janet Sue Myre
Print Name of Notary Public
Commission No.: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is G-R², Inc.
2. The name and address of the registered agent and office is Richard W. Quail, 3224 47th Terrace North, St. Petersburg, Florida 33714.

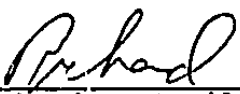


Richard W. Quail, Director
Date: May 23, 1996

ACCEPTANCE

Having been named as registered agent and 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. I further agree to comply with the provisions 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.

DATED this 23rd day of May, 1996.



Richard W. Quail
Registered Agent

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96 MAY 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA