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PAGE & ASSOCIATES

Attorneys and Counselors at Law
Sun Bank Center
200 South Orange Avenue, Suite 1205
Orlando, Florida 32801

Phone (407) 422-1700
Fax (407) 422-4221

THOMAS P. PAGE, JD, CPA

May 21, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DE & DE ASSOCIATES, INC.

900001837559
-05/23/96--01099--001
****122.50 ****122.50

Dear Sir:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing with the Secretary of State regarding the above referenced corporation. Also enclosed is this firm's check in the amount of \$122.50, representing the following fees:

1. Filing fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	<u>52.50</u>
	\$122.50

Once the Articles of Incorporation has been duly filed, please return a certified copy to my attention.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,

696 A 269 62
Thomas P. Page

TPP/dms
Enclosure

cc: Louis DeLellis, II

R CHESLER

JUN 7 1996

696 A 269 62
502

PAGE & ASSOCIATES

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Sun Bank Center
200 South Orange Avenue, S. 1205
Orlando, Florida 32801

Phone (407) 422-1700
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THOMAS P. PAGE, JD, CPA

June 4, 1996

Ms. Freida Chesser
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Gran Pair, Inc. (De & De Associates, Inc.)
Ref. No.: W96000011396

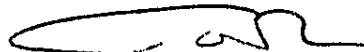
Dear Ms. Chesser:

In reference to your letter dated May 30, 1996 wherein you advised that the corporate name of De & De Associates, Inc., was not available, we are resubmitting the revised Articles of Incorporation which replace De & De Associates, Inc., with the name Gran Pair, Inc.

If any additional information is needed, or if you have any questions, please contact our office.

Thank you for your assistance in this matter.

Very truly yours,



Thomas P. Page

TPP/dms
Enclosures

cc: Louis DeLellis, II



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 30, 1996

THOMAS P PAGE ESQUIRE
200 S ORANGE AVE STE 1205
ORLANDO, FL 32801

SUBJECT: DE & DE ASSOCIATES, INC.
Ref. Number: W96000011396

We have received your document for DE & DE ASSOCIATES, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 696A00026962

ARTICLES OF INCORPORATION

OF

GRAN PAIR, INC.

ARTICLE I

The name of this Corporation is GRAN PAIR, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be One Hundred (100) shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 5052 Park Central Drive, #1828, Orlando, Florida 32839. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 5052 Park Central Drive, #1828, Orlando, Florida 32839, and the name of the Corporation's initial registered agent to receive service of process is Louis DeLellis, II.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1) Director. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the person who is to serve as Director is:

<u>Name</u>	<u>Address</u>
LOUIS DeLELLIS, II	5052 Park Central Drive, #1828 Orlando, Florida 32839

ARTICLE VI

The name and address of the incorporator is Louis DeLellis, II, 5052 Park Central Drive, #1828, Orlando, Florida 32839.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

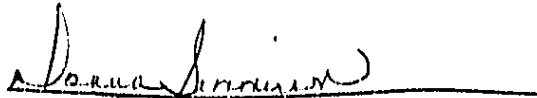
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: May 21, 1996.


LOUIS DeLELLIS, II, Incorporator

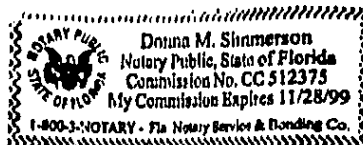
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of May 1996, by LOUIS DeLELLIS, II, as Director, of GRAN PAIR, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.


Name: Donna Shimmeron
(Notary Public)

(AFFIX NOTARY SEAL)

My Commission Expires:



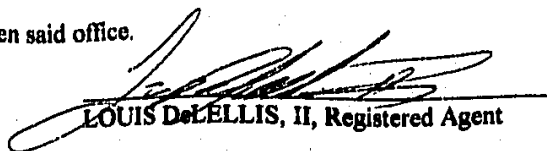
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GRAN PAIR, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando, Orange County, State of Florida, has named LOUIS DeLELLIS, II, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.


LOUIS DeLELLIS, II, Registered Agent