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**FILED**

96 OCT 23 PM 2:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE FL 32314

OCTOBER 20, 1996

RE: INCORPORATION - GRANT NELSON ASSOCIATES, INC.

ENCLOSED ARE TWO CERTIFICATES OF INCORPORATION FOR GRANT NELSON ASSOCIATES, INC. AND THE FILING FEE OF \$122.50. PLEASE SEND THE CERTIFIED COPY TO THE ADDRESS ON THIS LETTERHEAD. IF THERE ARE ANY PROBLEMS OR QUESTIONS PLEASE CONTACT ME AT THIS LOCATION.

THANK YOU.

YOURS TRULY,

*Fred E. Howell*

FRED E. HOWELL

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-10/23/96--01057--008  
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*PT*  
*10/24/96*

CERTIFICATE OF INCORPORATION  
OF  
GRANT NELSON ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation is:

Grant Nelson Associates, Inc.

ARTICLE II

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purpose and general nature of the object of this corporation shall be: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is one thousand (1,000) shares of common capital stock with one dollar (\$1.00) par value. No stockholder shall have any preemptive right to purchase new stock or any type of stock of this corporation.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this corporation shall be 307 Black Oak Ct., Seffner, FL 33584, and the name of the initial registered agent is Mr. Grant Nelson, 307 Black Oak Ct., Seffner, FL 33584.

ARTICLE VI

DIRECTORS

Initially this corporation shall have one

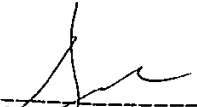
member on the Board. The corporation shall have the authority to operate with a total of seven members of the board of directors, should the corporation choose in the future. The following is the name and address of the initial board of directors member: Mr. Grant Nelson 307 Black Oak Ct., Seffner, FL 33584.

#### ARTICLE VII

##### SUBSCRIBERS

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows: Mr. Grant Nelson, 307 Black Oak Ct., Seffner, FL 33584.

The undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge, and file this Certificate hereby declaring and certifying that the facts stated herein are true, and accordingly, has hereunto set his hand and seal this 16th day of October, 1996.

  
\_\_\_\_\_  
Grant Nelson (SEAL)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA

STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT Grant Nelson Associates, Inc.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
AS CITY OF SEFFNER, STATE OF FLORIDA, HAS NAMED  
MR. Grant Nelson, LOCATED AT 307 Black Oak Ct.,  
SEFFNER, STATE OF FLORIDA, AS ITS AGENT FOR SERVICE  
OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE: SUBSCRIBER

DATE: October 16, 1996

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 ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(REGISTERING AGENT)

DATE: October 16, 1996