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TRANSMITTAL LETTER

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

FILED
56 DEC 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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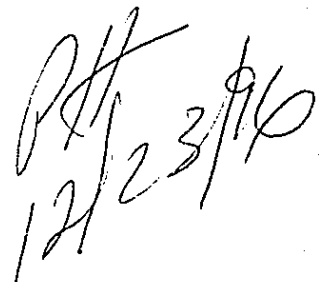
SUBJECT: GRACY AND ASSOCIATES, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00.

FROM:


John Gracy

11215-9 St. Johns Bluff Industrial Parkway
Jacksonville, Florida 32246


12/23/96

**ARTICLES OF INCORPORATION
OF
GRACY AND ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be: GRACY AND ASSOCIATES, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The maximum number of shares which the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be: 11215-9 St. Johns Bluff Industrial Parkway, Jacksonville, Florida 32246.

ARTICLE SIX

The name and address of the initial registered agent is:

John Gracy, 11215-9 St. Johns Bluff Industrial Parkway, Jacksonville, Florida 32246.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Name

Mailing Address

John Gracy, 11215-9 St. Johns Bluff Industrial Parkway, Jacksonville, Florida 32246.

ARTICLE EIGHT

The name and address of each incorporator to these Articles of Incorporation is:

Name

Address

John Gracy,

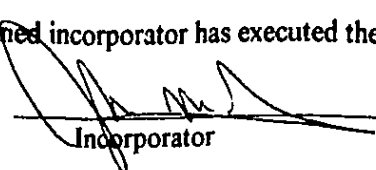
11215-9 St. Johns Bluff Industrial Parkway, Jacksonville, Florida 32246.

ARTICLE NINE

Preemptive 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of December 1996


Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GRACY AND ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

John Gracy, 11215-9 St. Johns Bluff Industrial Parkway, Jacksonville, Florida 32246.

Having been named to Accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.

SIGNATURE



DATE

12/13/96