

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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ARTICLES OF INCORPORATION

FOR

GRADUATE TECHNOLOGIES, INC.

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

ARTICLE I - NAME

The name of the corporation is

GRADUATE TECHNOLOGIES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 5747 N. Andrews Way, Ft. Lauderdale, FL 33309.

ARTICLE III - OFFICERS

The name and address of the initial officer(s) is

P/T - Elie Hage
V/S - Riccardo Angelone
5747 N. Andrews Way
Ft. Lauderdale, FL 33309

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five million(5,000,000) common shares having a par value of one cent (\$.01) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Peter A. Portley, Esq., 2401 E. Atlantic Blvd., Suite 410, Pompano Beach, FL 33062.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of February, 1997.



Corporate Access, Inc.
President - Danny Bennett

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97 JAN 31 PM 4:06CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, 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.

The name of the corporation is

GRADUATE TECHNOLOGIES, INC.

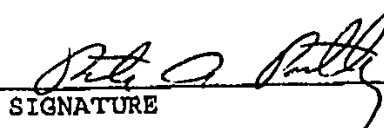
The name and address of the registered agent is

PETER A. PORTLEM, ESQ.

2401 East Atlantic Boulevard, Suite 410

Pompano Beach, FL 33062

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.


SIGNATURE