

P97000034053

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-28-97

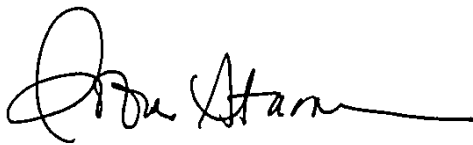
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****122.50 ****122.50

RE: THE PLACE ON GRACE, INC.

Enclosed is the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Enclosure

W97-7651

FILED
97 APR -4 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 16 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1997

ROBIN M. ATAMIAN
425-A GRACE AVE.
PANAMA CITY, FL 32401-2721

SUBJECT: THE PLACE ON GRACE, INC.
Ref. Number: W97000007651

We have received your document for THE PLACE ON GRACE, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 297A00016592

**ARTICLES OF INCORPORATION
OF
THE PLACE ON GRACE, INC.**

FILED
97 APR -4 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

EFFECTIVE DATE

FIRST:

3-28-97

The name of the corporation is THE PLACE ON GRACE, INC.

SECOND:

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles and the period of duration of the corporation is perpetual.

THIRD:

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

FOURTH:

The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) per value common stock.

FIFTH:

The address of its principal and initial registered office is 425-A Grace Avenue, Panama City, FL 32401-2721 and the name of its initial registered agent at said address is ROBIN M. ATAMIAN.

SIXTH:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the officers with or without a board of directors.

SEVENTH:

The name and address of the incorporator is as follows:

ROBIN M. ATAMIAN
425 - A GRACE AVENUE
PANAMA CITY, FL 32401-2721

EIGHTH:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, unissued or treasury shares and such of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of
Incorporation of this 28 day of MAY, 1997

[Signature]

STATE OF FLORIDA)

COUNTY OF BAY)

BEFORE ME the undersigned officer duly authorized in the State and County
aforesaid to take acknowledgments personally appeared Robin Atamian, personally
known to me to be the person who executed the foregoing, and acknowledge that he
executed the same for the purposes therein expressed.

WITNESS MY hand and official seal this 28 day of March, 1997.



Kathy Sanford
NOTARY PUBLIC
My commission expires:

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation,
at the place designated in these Articles, I hereby accept to act in this capacity, and
agree to comply with the provisions of Chapter 48.091, Florida Statutes, related to
keeping said office open.

[Signature]

97 APR -4 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED