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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. M.P.G. Grace, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 800002174968--6
-05/12/97--01098--011
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
97 MAY 12 AM 11:38

Examiner's Initials

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ARTICLES OF INCORPORATION
OF

M.P.G. GRACE, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby propose to , for a corporation for profit, under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE 1

Name and agent of the Corporation

The Corporate name shall be: M.P.G. GRACE, INC.
Registered office 521 So. Federal Highway, Lake Worth, Florida 33460; Registered agent: John G. Keefe whose address is 521 So. Federal Highway, Lake Worth, Florida 334601

ARTICLE II

General Nature of the Business

The general nature of the business to be transacted by this corporation shall be:

To engage in every aspect and phase of real estate and any and all other related forms of any kind and nature including the sale, preparation of, and any other necessary related to the real estate and investment business.

To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in, and with real and personal property, and services, of every class, kind, and description; except it is not to conduct a banking, safe deposit, trust, surety express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing, and other instruments evidencing any and all rights and interests in, and to any real estate, chattels or choses in action, including the power to exercise all the rights and privileges of owner, or owners, thereof.

To borrow or raise money, for any of the purposes of the corporation, in such amounts as the Board of Directors may, from time to time determine, to issue bonds, debentures, notes, or other obligations of any nature, and in any manner, for moneys, so borrowed without limit as to amount, and if, and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon, or pledge, or conveyance, or assignment, in trust of, the whole or any part of the property of the corporation, real, or personal, including contract rights, either at the time owned, or thereafter acquired, or in any other manner.

to acquire all, or any part of the good will, rights,

property and business of any person, firm association, or corporation heretofore, or hereafter, engaged in any business which the corporation has the power to conduct, to pay for the same in cash, or stocks, or bonds, of the corporation, or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties, so acquired, and to assume, in connection therewith, any liabilities of any such person, firm, association, or corporation, and to conduct, in any lawful manner, the whole or any part of the business acquired.

To purchase, or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange, or otherwise dispose of property of every nature and description, real personal, and mixed or any right, or interest therein without limit as to amount within or without the State of Florida.

To enter into, make and perform contracts of every sort and description, which may be necessary, or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state, or government, or colony, or dependency, or agency thereof.

To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary, of incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized.

In general, to carry on any business, and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth as principal, agent or otherwise, either alone, or in conjunction with others, and in any part of the world.

The objects and purposes specified in the foregoing clauses of this Article II, shall , except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes, and shall be construed as powers, as well as objects, and purposes.

ARTICLE III

STOCK

The authorized Capital Stock of this Corporation shall consist of FIVE HUNDRED (500) shares of common stock, having a NO PAR value, said FIVE HUNDRED shares being the minimum number of shares which the corporation may issue and have outstanding at any time. All, or any part of the Capital Stock, may be payable and paid for in property, real, personal, or mixed, or in labor, or services, or in any other consideration, at a just valuation, as fixed by the Board of Directors, and the judgement of the Board of Directors as to the value of such property, labor, services, or other consideration, as well as to the title and legal sufficiency of the transfer to the corporation of such property, labor , services or other consideration, shall be conclusive upon all stockholders, officers, creditors, or

others having any dealings with the corporation, and any and all such shares as issued, shall be, and constitute fully paid stock and not liable to any further call or assessment thereon, and the holder or holders of such shares shall not be liable for any further payment therefor, or thereon.

ARTICLE IV

CAPITAL

The amount of the Capital with which the Corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the law.

ARTICLE VI

ADDRESS

The principal office and place of business of the Corporation shall be in PALM BEACH COUNTY, STATE OF FLORIDA, with the privilege of establishing branch offices and places of business at, or other places within or without the State of Florida. The street address of the principal office of the Corporation within the State of Florida, shall be: 521 So. Federal Highway, Lake Worth, Florida 33460. The Board of Directors may from time to time move the principal office to any other address within Palm Beach County, State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors, consisting of not less than one (1), nor more than fifteen (15) persons, as shall be fixed from time to time in the By-laws of the corporation. A majority of the Directors shall, and constitute a quorum to transact business as a Board of Directors, and any act of the majority of the Directors present shall be the act of the Board of Directors.

The Directors shall be chosen at the annual meeting of the Stockholders of the corporation, which meeting shall be held at the time and place, and in the manner provided by the by-laws, by a plurality of votes cast at such election. Vacancies in the Board of Directors shall be filled by the Directors remaining in office, and an increase in the Board of Directors shall be deemed to create such vacancy of vacancies. Subject to the by-laws adopted by the stockholders, the Board of Directors shall have authority to adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and address of the members of the First Board of Directors shall who shall hold office until the annual meeting of the stockholders, to be held in the year 1998, and until their successor are elected, or appointed and qualified, are as follows:

DIRECTORS

NAMESTREET ADDRESS

Michael P. Gizewski

521 So. Federal Highway
Lake worth, Florida 33460

John G. Keefe

521 So. Federal Highway
Lake Worth, Florida 33460

ARTICLE IX

SUBSCRIBER

The name and street address of the Subscriber to these
Article of Incorporation is as follows:

Michael P. Gizewski

521 So Federal Highway
Lake Worth, Florida 33460

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 1 day of MAY 1997.



State of Florida
County of Palm Beach

Before me, personally appeared Michael P. Gizewski, to me
well known and known to me to the individual described in, and
who executed the foregoing instrument, and acknowledged before
me that he executed the same for the purposes therein expressed.

Witness my hand and official seal this MAY 1, 1997

John G. Keefe
Notary Public




John G. Keefe
MY COMMISSION # CC595905 EXPIRES
January 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 AM 11:38

Florida Department of State
Divisions of Corporations
%Secretary of State

Attn: Document Examiner
New Filing Section

As the Registered Agent, I hereby am familiar with, and
accept the duties and responsibilities, as Registered Agent,
for said corporation.


John G. Keefe