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Mr. F. Kenneth Tomek,
10100 West Sample Road Suite 318
Coral Spring, Fl, 33432

June 24, 1997
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl 32399

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-06/25/97--01063--015
****122.50 ****122.50

Gentlemen:

Enclosed are two copies of the Articles of Incorporation of ON-
GRADE, INC. Please return one set certified as Incorporated in the
State of Florida.

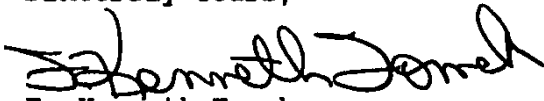
Enclosed is a check in the amount of \$122.50 for the filing of this
CORPORATION.

Any questions please contact my office.

Please return the certified copy to:

F. Kenneth Tomek,
10100 West Sample Rd. Suite 318
Coral Springs, Fl 33065

Sincerely Yours,


F. Kenneth Tomek,

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 PM 1:03

D. BROWN JUN 26 1997

ARTICLES OF INCORPORATION
OF
ON-GRADE, INC.

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The undersigned incorporator to these Articles of Incorporation, is a natural person competent to contract in the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

Article I. NAME

The name of the corporation is ON-GRADE, INC.

ARTICLE II. NATURE OF BUSINESS

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

a. To engage in every activity or business permitted under the laws of the United States and the State of Florida.

b. To buy, sell, exchange, lease, subdivide, develop, improve, own, hold, mortgage or deal in and dispose of real estate and personal property or any interest therein; to construct, erect, decorate, repair and remodel buildings and structures of all types, including residences, apartments, stores, warehouses, and office buildings, with all the usual and necessary rights and powers for the accomplishment of the foregoing.

c. To make, and perform contracts of every kind and description suitable, necessary, useful or advised in connection with any or all of the objects herein set forth; to do any and all

other acts and things and to exercise any and all powers necessary, advisable, suitable and proper for the accomplishment of any or all of the purposes or the attainment of any or all of the objects or the furtherance of any or all of the powers herein set forth, either alone or associated with other corporations, firms, associations, or individuals, provided the same shall not to be inconsistent with the laws of the state of Florida.

d. To acquire the whole or any part of the good will, business, stock, assets, property, bonds and rights of any and every nature of any person, firm, association or corporation doing business of a similar character as above; to pay for the same in cash, stock of this corporation, bonds or otherwise, to assume all or any part of the liabilities of any corporation, association, firm or individual engaged in a business of similar character as above or incidental thereto; and to continue any such business so acquired.

e. To hold, purchase or otherwise acquire or be interested in, and to sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation and, while the owner of such capital stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to guarantee, assume, become surety for, endorse, or agree in any way to pay the bonds, notes, securities, liabilities or other indebtedness of other corporations.

f. To do and act in the foregoing and any part thereof as owner or on its own account, or as agent, broker, factor, or otherwise, and in general, to do and perform any and all things and acts, and conduct and transact any and all other businesses which may be necessary, convenient, incidental, or proper to the exercise of any and all of the foregoing purposes and business of the corporation, and to do and perform any and all things and acts, and have exercise all of the rights, privileges, powers and franchises that corporations of like nature organized under the laws of the state of Florida are empowered and permitted to do and perform.

g. The foregoing clauses and provisions shall be construed as purposes, objects and powers, and the foregoing specific statements and enumerations shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 par value.

b. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the corporate stock at such valuation as may be fixed by the Directors.

c. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code.

d. Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive, any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock, or other securities of this corporation convertible into stock of any class, and all such additional shares of stock and securities so subscribe to shall be issued to such stockholders in the same ratio that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than FIVE HUNDRED DOLLARS (\$500.00) of paid-in capital.

ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

4344 NW 62ND AVE.
CORAL SPRINGS, FL 33067

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have 1 director() initially. The number of directors may be increased from time-to-time by by-laws adopted by the stockholder, but shall never be less than ONE (1).

ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, and any or all of the stockholders of this corporation, may from time-to-time enter into such agreements as they deem expedient, relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the by-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE I. TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation

are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provide, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X. REPLACING OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. INITIAL DIRECTOR

The name and post office address of the first Board of Director is:

JAY WALLER
4344 NW 62ND AVE.
CORAL SPRINGS, FL 33067

ARTICLE XII. INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

JAY WALLER
4344 NW 62ND AVE.
CORAL SPRINGS, FL 33067

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders' and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4344 NW 62ND AVE., CORAL SPRINGS, FL 33067 and the name of the initial registered agent of this corporation at that address is JAY WALLER

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and hereunto set _____ hand(s) this 10TH day of JUNE 1997.

By: Jay Waller

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY
BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That ON-GRADE, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of CORAL SPRINGS, County of BROWARD
State of FLORIDA has named JAY WALLER located at 4344
NW 62ND AVE.

(Street address and number of building,
Post Office Box address not acceptable)

City of CORAL SPRINGS, county of BROWARD State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: Jay Waller
(Registered Agent)

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