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CRARY BUCHANAN

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CONTACT: Victoria Morris
PHONE: (561) 287-2600
FAX: (561) 287-0115
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**ARTICLES OF INCORPORATION
OF
GRACE HOLDING COMPANY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation shall be: **GRACE HOLDING COMPANY, INC.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 555 Colorado Avenue, Stuart, Florida 34994. The mailing address of the corporation shall be: 555 Colorado Avenue, Stuart, Florida 34994.

**ARTICLE III
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE IV
NATURE OF BUSINESS**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or in any foreign country.

Audit No. H97000019079
Larry E. Buchanan
Crary, Buchanan et al
555 Colorado Avenue
Stuart, Florida 34995
(561) 287-2600
Fla. Bar No. 0103672

Audit No. H97000019079

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Larry E. Buchanan 555 Colorado Avenue
Stuart, Florida 34994

**ARTICLE VII
BOARD OF DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The name and street address of the member of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until his successors are elected and have qualified is as follows:

Larry E. Buchanan 555 Colorado Avenue
Stuart, Florida 34994

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is as follows:

Larry E. Buchanan 555 Colorado Avenue
Stuart, Florida 34994

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ARTICLE IX PREEMPTIVE RIGHTS

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 Board of Directors, such of the shares 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 by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII BYLAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders of any meeting thereof.

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**ARTICLE XIII
EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency." An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

**ARTICLE XIV
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of November, 1997.


LARRY E. BUCHANAN
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), 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 **GRACE HOLDING COMPANY, INC..**

The name and address of the initial registered agent and office is:

Larry E. Buchanan 555 Colorado Avenue
Stuart, Florida 34994

Having been named as Registered Agent and 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.


LARRY E. BUCHANAN
Registered Agent

Audit No. H97000019079