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January 8, 1998

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-01/20/98--01035--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


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

Re: Gray Impressions, Inc.

Gentlemen:

Enclosed are the original Articles of Incorporation for Gray Impressions, Inc., a Certificate Designating Registered Office and Registered Agent and my client's check in the amount of \$70.00 to cover the filing fee.

Very truly yours,

  
WILLIAM W. WILHELM

WWW/sa  
Enclosures

FILED  
98 JAN 20 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/21/98

ARTICLES OF INCORPORATION  
OF  
GRAY IMPRESSIONS, INC.

FILED  
98 JAN 20 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is GRAY IMPRESSIONS, INC..

ARTICLE II

The general nature of the business to be transacted by this corporation is any general business activity permitted under the Laws of the United States and the State of Florida.

To manufacture, 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 goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness

as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III**

The authorized capital stock of this corporation shall be 1,000 shares at \$1.00 par value.

### **ARTICLE IV**

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

### **ARTICLE V**

Management of the corporation shall be by the stockholders rather than a Board of Directors.

### **ARTICLE VI**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

### **ARTICLE VII**

The stock of this corporation is intended to qualify with the requirement of Section

1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers and officials to accomplish this compliance.

#### ARTICLE VIII

The principal place of business of the corporation shall be located at 1259 South Myrtle Avenue, Clearwater, Florida 33756.

#### ARTICLE IX

The names and addresses of each subscriber to these Articles and the names of the stockholders are:

JOYCE GRAY  
1259 South Myrtle Avenue  
Clearwater, Florida 33756

#### ARTICLE X

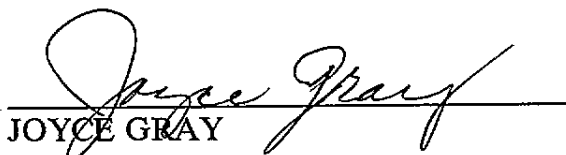

The names and addresses of the officers of this corporation are:

JOYCE GRAY, President and Secretary/Treasurer  
1259 South Myrtle Avenue  
Clearwater, Florida 33756

GARY R. GRAY, Vice President  
1259 South Myrtle Avenue  
Clearwater, Florida 33756

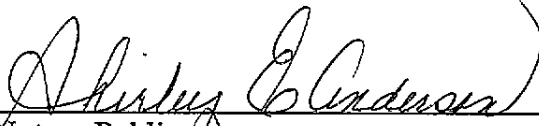
IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of  
January, 1998.

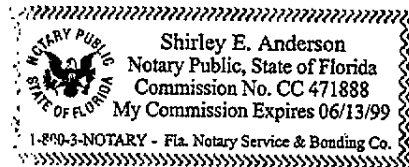
Witnesses:

  
JOYCE GRAY

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of January, 1998, by JOYCE GRAY, who is personally known to me (or who has produced \_\_\_\_\_ as identification) and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission expires:

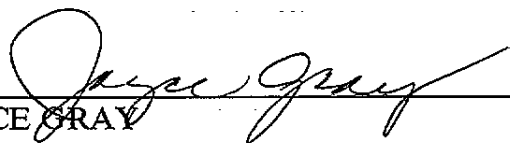


**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: GRAY IMPRESSIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation, in the City of Clearwater, has named JOYCE GRAY located at 1259 South Myrtle Avenue, Clearwater, Florida 33756 as its agent to accept service of process in the State of Florida.

**ACKNOWLEDGEMENT:**

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

  
JOYCE GRAY

**FILED**  
98 JAN 20 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA