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5/04/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: GRAYDON MARKETING INCORPORATED
AUDIT NUMBER.....H98000008391
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
GRAYDON MARKETING INCORPORATED

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TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation is:
GRAYDON MARKETING INCORPORATED

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that the Corporation is authorized to issue is 100,000 shares of common stock at \$0.01 par value.

ARTICLE IV

The amount of capital with which the Corporation will begin business is the sum of \$1000.00

ARTICLE V

The Corporation will have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The street address of the principal office of the Corporation in this State shall be:

10269 Hunt Club Lane
Palm Beach Gardens, Florida 33418

Prepared By: Brian M. Berman
10269 Hunt Club Lane
Palm Beach Gardens, Florida 33418
(561) 694-1922

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ARTICLE VII

The Corporation shall have one Director initially.
The number of Directors may be either increased or diminished
from time to time by the By-Laws but shall never be less
than one. The name of the initial Director of this Corporation
is:

BRIAN M. BERMAN 10269 Hunt Club Lane
Palm Beach Gardens, Florida 33418

ARTICLE VIII

The name and address of the person signing these Articles
of Incorporation is:

BRIAN M. BERMAN 10269 Hunt Club Lane
Palm Beach Gardens, Florida 33418


ARTICLE IX

The Registered Agent of the Corporation shall be
BRIAN M. BERMAN, whose address within the State is as follows:
10269 Hunt Club Lane, Palm Beach Gardens, Florida 33418


ARTICLE X

The Registered Office of the Corporation shall be:
10269 Hunt Club Lane, Palm Beach Gardens, Florida 33418

IN WITNESS WHEREOF, these Articles of Incorporation
have been executed this 4 day of May. 1998.


BRIAN M. BERMAN

Having been named Registered Agent for the above stated
Corporation, I hereby agree to accept the appointment.


BRIAN M. BERMAN

498-8391

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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

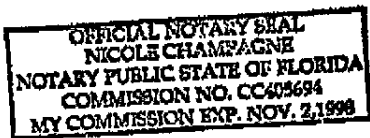
I HEREBY CERTIFY that BRIAN M. BERMAN, to me personally known, this day acknowledged before me that he executed the foregoing Articles of Incorporation, and I FURTHER CERTIFY that the said person making the said acknowledgment to be the individual described in and who executed the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the said County and State, this 4 day of May, 1998.

Nicole Champagne

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Identification of Brian M. Berman

FL Drivers License: B655-073-44-360

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