

P99000001657

GRINDSTONE RIVER, INC.
541 US 41 By Pass N Suite 149
Venice, Florida 34292

(941) 485-8338

January 2, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-01/06/99--01057--008
*****78.75 *****78.75

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation
of GRINDSTONE RIVER, INC.

Also find enclosed a check made payable to the Secretary of State in the
amount of \$78.75 which includes the statutory filing fee and request for
CERTIFICATE OF STATUS.

Your assistance in establishing the corporation to be known as
GRINDSTONE RIVER, INC. is appreciated.

Respectfully,

Helga Walter

Helga Walter, Secretary

FILED
99 JAN -6 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 1-7-99
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ARTICLES OF INCORPORATION
OF
GRINDSTONE RIVER, INC.

In compliance with Chapter 607, F.S., Florida Profit

ARTICLE ONE

The name of the corporation is GRINDSTONE RIVER, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1,000 of the par value of one dollars (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office and principal office is 541 US 41 By Pass N Suite 149, Venice, Florida 34292 and the name of its initial registered agent at such address is Helga Walter.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Helga Walter 541 US 41 By Pass N Suite 149, Venice, Fl 34292

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

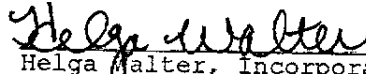
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TALLAHASSEE, FLORIDA

ARTICLE NINE

The name and address of each incorporator is:

Helga Walter 541 US 41 By Pass N Suite 149, Venice, Fl 34292


Notary Public


Helga Walter, Incorporator



ARTICLE TEN

The powers of the incorporators cease upon filing the Articles of Incorporation.

WRITTEN ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporations.


Helga Walter, Registered Agent

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