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Michael W. Kirshon

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February 23, 1999

Florida Dept. Of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Grade Ventures, Inc.

EFFECTIVE DATE
3-1-99

400002786334--5

-02/24/99-01105-025

122.50 **78.75

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation for the referenced corporation. Please return a certified copy to my office after filing.

My check in the amount of \$122.50 payable to the Florida Secretary of State is enclosed. Thank you for your consideration and assistance.

Sincerely,


Michael W. Kirshon

FILED
99 FEB 24 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

B. BROCK FEB 26 1999

ARTICLES OF INCORPORATION

OF

GRADE VENTURES, INC.

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

ARTICLE I

Name

EFFECTIVE DATE
3-1-99

The name of the corporation is:

GRADE VENTURES, INC.

ARTICLE II

Existence

The corporation's existence shall commence on March 1st, 1999.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00

THIS INSTRUMENT PREPARED BY:
Michael W. Kirshon, Esq.
Florida Bar No. 291978
4901 N.W. 17th Way, Suite 406
Ft. Lauderdale, Florida 33309
Tel: (954) 772-4047

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per share.

ARTICLE V

Address

The address of the principal office of the corporation is 3111 N.E. 36th St., Lighthouse Point, Florida 33064 and its mailing address is 3111 N.E. 36th St., Lighthouse Point, Florida 33064.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 4901 N.W. 17th Way, Suite 406, Ft. Lauderdale, Florida 33309. The name of the initial registered agent at such office is Michael W. Kirshon, Esq.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

ARTICLE VIII

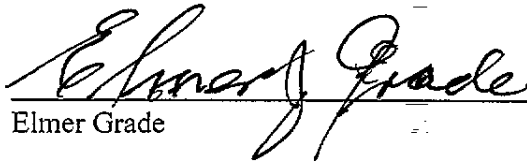
Incorporator

The name and address of the incorporator of the corporation is Elmer Grade, 3111 N.E. 36th

St., Lighthouse Point, Florida 33064.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 23, 1999.

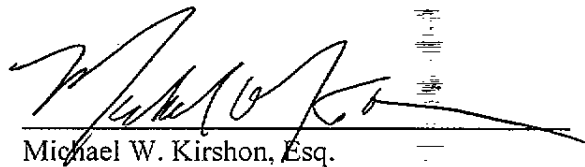

Elmer Grade

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Michael W. Kirshon, Esq.

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TALLAHASSEE, FLORIDA