

P99000049902

DATE May 25, 1999

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

900002888279--4
-05/27/99--01046--021
****122.50 *****78.75

Re: Grace Marketing, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

John W. Grace
(Individual's Name)
John W. Grace

FILED
99 MAY 27 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Grace Marketing, Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
184 N. Twin Lake Drive		
Inverness, FL 34453-4455		
PHONE		
(352) 637-6162		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

GRACE MARKETING, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

GRACE MARKETING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
184 N. Twin Lake Drive		
CITY	Inverness	FLORIDA
		ZIP 34453-4455
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

NAME	Charles J. Ponder/The Bookkeeper & Assoc., Inc.	
ADDRESS	2667-B N. Florida Ave.	
CITY	Hernando	FLORIDA
		ZIP 34442

FILED
99 MAY 27 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	John W. Grace		
ADDRESS	184 N. Twin Lake Drive		
CITY	Inverness	STATE Florida	ZIP 34453
NAME	Elizabeth T. Grace		
ADDRESS	184 N. Twin Lake Drive		
CITY	Inverness	STATE Florida	ZIP 34453
NAME	John J. Mascotti		
ADDRESS	6864 W. Grover Cleveland Blvd.		
CITY	Homosassa Springs	STATE Florida	ZIP 34446

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	John W. Grace		
ADDRESS	184 N. Twin Lake Drive		
CITY	Inverness	STATE Florida	ZIP 34453
NAME	Elizabeth T. Grace		
ADDRESS	184 N. Twin Lake Drive		
CITY	Inverness	STATE Florida	ZIP 34453
NAME	John J. Mascotti		
ADDRESS	6864 W. Grover Cleveland Blvd.		
CITY	Homosassa Springs	STATE Florida	ZIP 34446

The undersigned incorporator(s) have executed these Articles of Incorporation this 25TH day of MAY, 19 99.

John W. Grace (Signature)
Elizabeth T. Grace (Signature)
John J. Mascotti (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
99 MAY 27 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRACE MARKETING, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

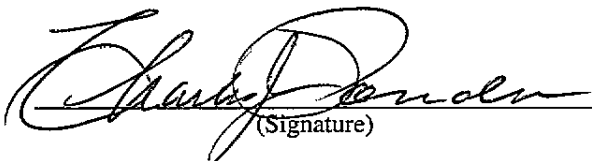
at 2667-B N. Florida Ave.

Hernando, FL 34442

has named Charles J. Ponder/The Bookkeeper & Assoc., Inc.

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

5/25/99
(Date)