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PARCORP SERVICES, LTD.

10460 ROOSEVELT BLVD., SUITE 284 * ST. PETERSBURG, FLORIDA 33716

WEB: WWW.PARCORPSVCS.COM

TEL: 727-576-6764

TOLL FREE: 877-603-2533

FAX: 727-576-3863

July 14, 1999

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

900002934439--8
-07/19/99-01044-004
*****70.00 *****70.00

Re: Filing of Articles of Incorporation-

GRUMPY THE BAND, INC.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporations, together with checks in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call 877-603-2533.

Sincerely,



Michael J. Jagoda

MJJ/me
Enclosures

FILED
99 JUL 19 PM 6:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL 26 1999

STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
GRUMPY* THE BAND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401,
"GRUMPY* THE BAND, INC."

SECOND: The street address of the initial principal office of the corporation shall be
118 MANUEL CT., DAVENPORT, FLORIDA 33837 and the mailing address of the
corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or
business permitted under the laws of the United States, the State of Florida or any other state,
country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares
of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is
118 MANUEL CT., DAVENPORT, FLORIDA 33837 and the name of its initial registered
agent at such address is BUZZ KLAVANS

SIXTH: This corporation is to exist perpetually.

SEVENTH: The number of Directors constituting the initial Board of Directors of the
Corporation is ONE (1) and the names and addresses of the persons who are to serve as Directors
until the first annual meeting of the Shareholders or until their successors are elected and qualify
are:

BUZZ KLAVANS
118 MANUEL CT., DAVENPORT, FLORIDA 33837

EIGHTH: The name and street address of the incorporator to these Articles of
Incorporation:

Michael J. Jagoda
10460 Roosevelt Blvd., Suite 284, St. Petersburg, Florida 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 14TH day of JULY, 1999.


Michael J. Jagoda, Incorporator

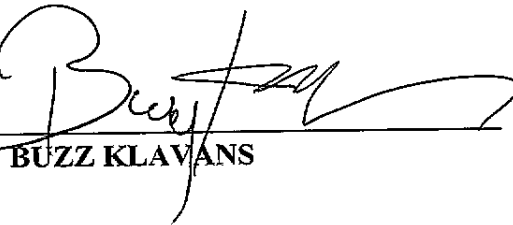
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

GRUMPY* THE BAND, INC.

Acceptance by the Registered Agent as required in section 607.0505
F.S.: **BUZZ KLAVANS** is familiar with and accepts the obligations
provided for in Section 607.0505.

Dated: JULY 14, 1999

BY



BUZZ KLAVANS

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TALLAHASSEE, FLORIDA