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GEORGE SOLOGUREN, C.P.A.
1409 N.E. 22nd Avenue
Ocala, Florida 34470

(352) 690-6869
Fax: (352) 732-5673

October 11, 1999

EFFECTIVE DATE
10-11-99

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-10/14/99--01026--011
****122.50 *****78.75

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

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of Pro-Grade, Inc., and also the Certificate of Appointment of Statutory Agent for filing purposes. Please make the effective date of the corporation October 11, 1999.

I have enclosed a check in the amount of \$122.50 to cover the costs as follows:

Filing fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

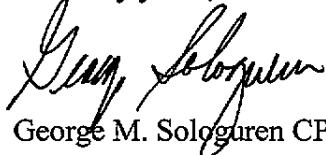
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Please forward a certified copy of the Articles of Incorporation to the below address:

George Sologuren CPA
1409 NE 22nd Avenue
Ocala, Florida 34470

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at the telephone number shown above in the letterhead.

Sincerely yours,


George M. Sologuren CPA

encl.
cc/John L Bazemore

10/19/99

ARTICLES OF INCORPORATION

OF
Pro-Grade, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE
10-11-99

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ARTICLE I

Name

The name of this corporation shall be:

Pro-Grade, Inc.

ARTICLE II

Duration

This corporation is to exist perpetually.

ARTICLE III

The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety or fraternal benefit society, association or company, or any state fair or exposition.

In addition to the above the corporation shall have power:

- (1) to conduct business in , have one or more offices in, and buy;
- (2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporation corporate property or other instruments to secure the payment of corporate indebtedness as required;
- (3) to purchase the assets of any other corporation or business entity and engage in the same or other character of business;
- (4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of State of Florida or any other state or government, and while owner of such stock to exercise any and all of the rights, powers and privileges of ownership to include but not limited to the rights, powers and privileges of ownership to include but not limited to the right to vote such stock;
- (5) to engage in any and all other activity and/or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is seven-thousand five-hundred (7,500) shares of common stock with an initial par value of one (\$1.00) dollars per share. The par value of such stock may be adjusted from time to time by corporate resolution and dividends may be declared and distributed by the corporation to the respective Shareholders of record at the total discretion of the Board of Directors of the corporation.

ARTICLE V

Preemptive Rights

Each and every Shareholder, upon the sale for cash and/or other consideration of any new stock of this corporation of the same class and/or series as that which is already issued shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the initial Principal office of this corporation is:

3923 NE 22nd Ln.
Ocala, Florida 34470

The corporation has designated as its Registered Agent to accept service of process:

John L Bazemore

Incorporator

The name and address of the Incorporator of this corporation is:

John L Bazemore
3923 NE 22nd Ln.
Ocala, Florida 34470

ARTICLE VIII

Director

This corporation shall have ONE (1) Directors initially. The number of Directors may be increased or diminished from time to time by by-laws and/or corporate resolution adopted and executed by the Shareholders, but shall never be less than ONE (1). The name and address of the initial Director of this corporation is:

John L Bazemore
3923 NE 22nd Ln.
Ocala, Florida 34470

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the Shareholders.

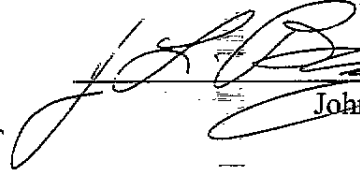
ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation, this 11th day of October, 1999.

ACKNOWLEDGMENT


John L Bazemore

State of Florida
County of Marion


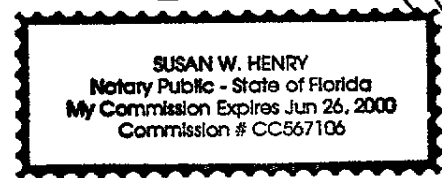
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN L. BAZEMORE

John L Bazemore

known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixes my official seal in the state and county aforesaid, this.

Notary Public
State of Florida at Large
My commission expires:



SUSAN W. HENRY
Notary Public - State of Florida
My Commission Expires Jun 26, 2000
Commission # CC567106

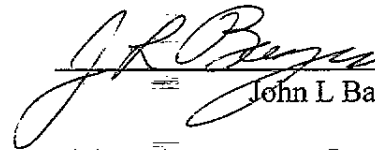
CERTIFICATE OF APPOINTMENT OF STATUTORY AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted compliance with said Act:

First --Pro-Grade, Inc., desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at the City of Ocala, County of Marion and state of Florida as its Registered Agent to accept service of process within the state.

Acknowledgment

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


John L. Bazemore

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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