

P99000/03666

TRANSMITTAL LETTER

November, 23rd, 1999.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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-11/29/99--01138--013
*****78.75 *****78.75

SUBJECT: GRAND AVENUE REALTY Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of seventy eight dollars and seventy five cents (\$78.75).

FROM: CHARLES W. CHARLTON
219 PELICAN CT.
KISSIMMEE, FL 34743 - 8301
PHONE 407-344-9972

Charles W. Charlton
CHARLES W. CHARLTON.

FILED
99 NOV 29 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-30
WC

CERTIFICATE OF INCORPORATION

OF

GRAND AVENUE REALTY Inc.

The undersigned hereby associate themselves for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I NAME

The **NAME** of the Corporation shall be:

GRAND AVENUE REALTY Inc.

ARTICLE II PRINCIPAL OFFICE

The principle place of business of this corporation shall be 219 Pelican CT, Kissimmee, Florida 34743 - 8301, with the privilege of having branch offices at other places within or without the State of Florida. Further, the stockholders may from time to time change, move the principle place of business of this Corporation to any other address within or without the State of Florida.

ARTICLE III SHARES

The authorized capitol stock of this corporation shall be five thousand (5,000) shares of common stock of the par value of one dollar (\$1.00) per share. The shareholders are hereby granted the pre-emptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders of the corporation: property, services or labor may be purchased or paid for with the capitol stock at a just valuation to be fixed by the stockholders of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The principal address of the business and initial registered office of the corporation is 219 Pelican CT, Kissimmee, Florida 34743 - 8301 and the name of the initial registered agent is GEORGE E.. CHARLTON.

ARTICLE V INCORPORATOR

The names and street addresses of the subscribers, officers and initial stockholders of this corporation are as follows:

CHARLES W. CHARLTON		219 PELICAN CT.
President - Shareholder	90%	KISSIMMEE, FL 34743
GEORGE E CHARLTON		219 PELICAN CT.
Secretary / Treasurer - Shareholder	10%	KISSIMMEE, FL 34743

ARTICLE VI BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of the laws of the State of Florida.

ARTICLE VII STOCKHOLDERS

The business of this corporation shall be managed by its stockholders, rather than by a Board of Directors. In the management of the business of the corporation the act of stockholders representing a majority of the outstanding shares, of the corporation shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person or in proxy for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote represented in person or in proxy shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII EXISTENCE

This corporation shall have perpetual existence unless dissolved according to the law.

ARTICLE IX CAPITAL

The amount of capitol with which this corporation will commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholders' meeting by a vote of the stockholders voting the majority of the stock capable of being voted, unless all stockholders sign a written agreement manifesting their intention that a certain amendment of theses Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 23rd day of November 1999.

Charles W. Charlton (seal)
CHARLES W. CHARLTON

George E. Charlton (seal)
GEORGE E. CHARLTON

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: **GRAND AVENUE REALTY Inc.**
2. The name and address of the registered agent and office is:

GEORGE E.. CHARLTON
219 PELICAN COURT
KISSIMMEE, FL 34743
PHONE 407-344-9972

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION OF REGISTERED AGENT.


GEORGE E.. CHARLTON

Dated: This 23rd day of November 1999.