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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/23/99

ARTICLES OF INCORPORATION
OF
GRAPAS, INC.

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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **GRAPAS, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 100 shares, at no par value.
5. The principal mailing address of the corporation will be: **1196 Squire Johns Lane, Cobblestone Country Club, Palm City, FL 34990**, and the name of its initial registered agent at such address is: **Sam Sugarman**
6. The name and address of the sole incorporator is: **Monica M. Burton, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: December 22, 1999


Monica M. Burton
Sole Incorporator

BlumbergExcelsior Corp. Services, Inc.
62 White Street
New York, NY 10013
(212) 431-5000

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CORPORATE SERVICES NYC

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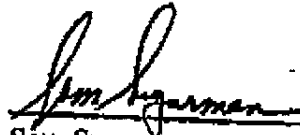
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for GRAPAS, INC. the within named corporation.

Dated: December 22, 1999



Sam Sugarman

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BlumbergExcelsior Corp. Services, Inc.
62 White Street, 2nd Floor
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