

P96000032310
(SAMPLE LETTER OF TRANSMITTAL)

Date 3/28/96

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

RECEIVED
03/29/96 11:03 AM
FEE \$122.50

Re: Griffin Communications, 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,

Troy Glick
(individual's name)

Griffin Communications
(name of corporation)

MAILING ADDRESS OF CORPORATION		
8762 Pisa Dr Suite 224		
Orlando FL 32810		
PHONE		
(407)	662-8828	
Area Code	Number	Ext.

RECEIVED
03 APR -8 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Griffin Communications, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Griffin Communications, 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 One thousand shares (1,000) of one cent Dollar(s) (\$ 0.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Troy Glick</u>		
ADDRESS	<u>8762 Pisa Dr suite 224</u>		
CITY	<u>Orlando</u>	FLORIDA	ZIP <u>32810</u>

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS	<u>8762 Pisa Dr suite 224</u>		
CITY	<u>Orlando</u>	FLORIDA	ZIP <u>32810</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) 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:


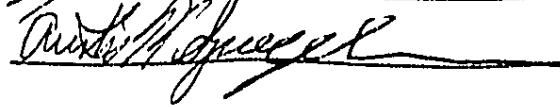
NAME	<u>Troy Glick</u>		
ADDRESS	<u>8762 Pisa Dr suite 224</u>		
CITY	<u>Orlando</u>	STATE <u>FL</u>	ZIP <u>32810</u>
NAME	<u>Austin Spiegelman</u>		
ADDRESS	<u>207 Atlantic Ave suite 125</u>		
CITY	<u>Lyndbrook</u>	STATE <u>NY</u>	ZIP <u>11563</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

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

NAME	Troy Glick		
ADDRESS	8762 Pisa Dr. Suite 224		
CITY	Orlando	STATE	FL ZIP 32810
NAME	Austin Springfield		
ADDRESS	200 Atlantic Ave. Suite 125		
CITY	Long Beach	STATE	NY ZIP 11563
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of March, 1996.

 (Seal)
 (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Griffin Communications, Inc.
(name of corporation)

FILED
96 APR -8 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

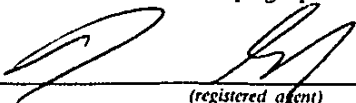
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 876L Pisa Dr Suite 224
Orlando FL 32810

has named Troy Glick
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)