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660 East Jefferson Street
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Attn: Jeff Netherton

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99 JAN 14 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Grey Gold, Inc.

9000002741739--4
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*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
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01/14/99

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99 JAN 14 AM 11:32
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Grey Gold, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 2988756

(FEI number, if applicable)

4. January 11, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 16212 Bridlewood Circle, Delray Beach, Florida 33445

(Current mailing address)

8. All lawful business

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Ellen Carvello

CARAVELLO

Office Address: 16212 Bridlewood Circle

Delray Beach, Florida, 33445

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Ellen Caravello

(Registered agent's signature) (Officer)

ELLEN CARAVELLO, SECRETARY TREASURER

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ellen Caravello

Address: 16212 Bridlewood Circle

Delray Beach, Florida 33445

Vice Chairman: _____

Address: _____

Director: Carolyn Hogue

Address: 44 Wesford on the Green

Hilton Head, SC 29928

Director: _____

Address: _____

B. OFFICERS

President: Robert L. Thomas Jr.

Address: 16212 Bridlewood Circle

Delray Beach, Florida 33445

Vice President: _____

Address: _____

Secretary: Ellen Caravello

Address: 16212 Bridlewood Circle

Delray Beach, Florida 33445

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TALLAHASSEE, FLORIDA

Treasurer: Ellen CaravelloAddress: 16212 Bridlewood CircleDelray Beach, Florida 33445

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Ellen Caravello
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Ellen Caravello, Secretary

(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

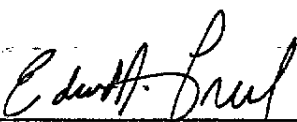
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREY GOLD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2988756 8300

AUTHENTICATION: 9514504

991011337

DATE: 01-11-99