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ACCOUNT NO. : 072100000032

REFERENCE : 547344 7196126

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : January 11, 2000

ORDER TIME : 10:39 AM

ORDER NO. : 547344-005

CUSTOMER NO: 7196126

400003094704--4

CUSTOMER: Ms. Terry Oconnor
DECARLO & KNOERR, P.A.
DECARLO & KNOERR, P.A.
4984 North Pine Island Road

Fort Lauderdale, FL 33351

DOMESTIC FILING

NAME: GRAND COURT ACQUISITION
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 11 PM 1:15

RECEIVED
00 JAN 11 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 11 PM 1:15

ARTICLES OF INCORPORATION
OF
GRAND COURT ACQUISITION CORPORATION
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of GRAND COURT ACQUISITION CORPORATION, a Florida corporation, (the "Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is GRAND COURT ACQUISITION CORPORATION, a Florida corporation, and the street address and initial principal office of the Corporation is c/o DeCARLO & KNOERR, P.A., 4984 North Pine Island Road, Lauderhill, Florida 33351.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transaction any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4984 North Pine Island Road, Lauderhill, Florida 33351, and the name of the initial Registered Agent of the Corporation at that address is DeCARLO & KNOERR, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders or his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director of the Corporation is as follows:

Name:

LUC KAGAN

Address:

10051 Umberland Place
Boca Raton, FL 33428

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is DeCARLO & KNOERR, P.A., 4984 North Pine Island Road, Lauderhill, Florida 33351.

ARTICLE VII

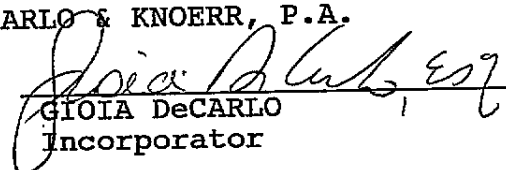
TERM OF EXISTENCE

This corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of January, 2000.

DeCARLO & KNOERR, P.A.

BY:


GIOIA DeCARLO
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 11 PM 1:15

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for GRAND COURT ACQUISITION CORPORATION, a Florida corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: January 10, 2000

DeCARLO & KNOERR, P.A.
Registered Agent

BY: 
GIOIA DeCARLO