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ACCOUNT NO. : 072100000032

REFERENCE : 645763 6099A

AUTHORIZATION :

COST LIMIT : \$

Patricia P. P.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 SEP 26 PM 1:54

RECEIVED

ORDER DATE : September 26, 2001

ORDER TIME : 10:58 AM

ORDER NO. : 645763-005

CUSTOMER NO: 6099A

CUSTOMER: Tracie A. Castiglia, Secretary
Moyle Flanigan Katz Raymond
& Sheehan, P.A.
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33401

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 SEP 26 AM 11:31

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DOMESTIC FILING

NAME: GRIFFON CONSULTING, INC.

EFFECTIVE DATE:

500004612045--2

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

g 9/26/01

ARTICLES OF INCORPORATION
OF
GRIFFON CONSULTING, INC.

2001 SEP 26 PM 1:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following 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 of Corporation

The name of this Corporation shall be GRIFFON CONSULTING, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 1408 N. Killian Drive, #105, Lake Park, Florida 33403.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1408 N. Killian Drive, #105, Lake Park, Florida 33403 and the name of the initial registered agent of this Corporation at that address is Jack Ballard.

ARTICLE VIII

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Jack Ballard	1408 N. Killian Drive, #105 Lake Park, Florida 33403
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Margaret Ballard	1408 N. Killian Drive, #105 Lake Park, Florida 33403
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ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Jack Ballard,
1408 N. Killian Drive, #105, Lake Park, Florida 33403.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 21ST day of SEPTEMBER 2001.



JACK BALLARD, Incorporator

2001 SEP 26 PM 1:54
SECRETARY OF STATE
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT GRIFFON CONSULTING, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 1408 N. KILLIAN DRIVE, #105, LAKE PARK, FLORIDA 33403 HAS NAMED JACK BALLARD, LOCATED AT 1408 N. KILLIAN DRIVE, #105, LAKE PARK, FLORIDA 33403, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


JACK BALLARD, Incorporator

9-21-01
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.


JACK BALLARD, Registered Agent

9-21-01
(Date)