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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

EFFECTIVE DATE
4-30-02

WALK IN

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5/3/02 *[Signature]*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1.) GRH Holdings, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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4.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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[Signature]

EFFECTIVE DATE
4-30-02

ARTICLES OF INCORPORATION
OF
GRH HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is GRH Holdings, Inc., and the address of the principal office and mailing address of the corporation is at 9800 Touchton Road, Jacksonville, FL 32246.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date of these Articles are executed and acknowledge, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having no par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Steven E. Brust, 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name(s) and street address of the member of the first board of directors of the corporation is or are:

<u>Name</u>	<u>Street Address</u>
Gary Hamilton	9800 Touchton Road Jacksonville, FL 32246

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted

by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the board of directors.

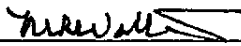
Article VIII

Incorporator

The name and address of the incorporator of this corporation is:


Michael A. Walters
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the incorporator has executed these Articles the 30th day of April, 2002.



Michael A. Walters
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.



Steven E. Brust

Dated: April 30, 2002.

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SC 2002/2246