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FLORIDA PROFIT/NON PROFIT CORPORATION GRIFFIN HILL & ASSOCIATES, INC.

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April 2, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MARK B. GOLDSTEIN, P.A.

SUBJECT: GRIFFIN HILL & ASSOCIATES, INC.

REF: W10000016338

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6062.

Eula Peterson Regulatory Specialist II New Filing Section FAX Aud. #: E10000074033 Letter Number: 610A00008101



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

OF

ARTICLE I NAME

The name of the corporation is Griffin Hill & Associates, Inc., (The "Corporation").

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is, 7860 Peters Road, Suite F102, Plantation, Florida 33324.

ARTICLE III CAPITAL STOCK

The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value \$0.001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

. ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 7860 Peters Road, Suite F102, Plantation, Florida, 33324. The name of the Corporation's registered agent at that office is Mitchell Newman.

ARTICLE V INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or bereafter permitted by law.

ARTICLE VI AFFILIATED TRANSACTIONS AND CONTROL SHARE ACQUISITIONS

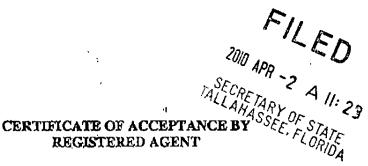
The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 31st, 2010.

Mitchell Newman

Incorporator

7860 Peters Road, Suite F102 Plantation, Florida 33324



Pursuant to the provisions of Section 607:0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Griffin Hill & Associates, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of March, 2010.

MITCHELL NEWMAN AS REGISTERED AGENT