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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
GRIFFIN HILL & ASSOCIATES, INC.

Certificate of Status	0
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Page Count	04
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2010 APR -2 A 11:22  
SECRETARY OF STATE  
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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

4-2-10  
see  
attached  
correction

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. #: R10000074033  
Letter Number: 610A00008101

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2010 APR -2 A 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GRIFFIN HILL & ASSOCIATES, INC.**

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

**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 hereafter permitted by law.

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**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.

A handwritten signature in black ink, appearing to read 'Mitchell Newman', is written over a horizontal line.

Mitchell Newman

Incorporator

7860 Peters Road, Suite F102  
Plantation, Florida 33324

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

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.

By: 

MITCHELL NEWMAN  
AS REGISTERED AGENT