

MAY-11-95 THU 10:23

GUNSTER YOKLEY & STEWART

FAX NO. 0323583

P.02

P9500037562

5/11/95

FLORIDA DIVISION OF CORPORATIONS
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9:57 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT,

TYPE, EFIL01

CORPORATE NAME, GREER CAPITAL MANAGEMENT COMPANY

SUB-ACCOUNT NUMBER,

METHOD OF DELIVERY, F

FAX PHONE NUMBER, (407) 658-3852

MAILING NAME/ADDRESS, GUNSTER, YOKLEY & STEWART, P.A.

777 S FLAGLER DR

PHILLIPS POINT SUITE 500E

WEST PALM BEACH

FL 33401-8194 US

CERTIFICATE(S) REQUESTED, NO

ESTIMATED CHARGES, \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

5/11/95

FLORIDA DIVISION OF CORPORATIONS

9:57 AM

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(((H9500005296)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM, GUNSTER, YOKLEY & STEWART

DEPARTMENT OF STATE

777 S FLAGLER DR

STATE OF FLORIDA

PHILLIPS POINT SUITE 500E

400 EAST GAINES STREET

WEST PALM BEACH FL 33401-8194

TALLAHASSEE, FL 32399

CONTACT, SHERI J MILLER

FAX, (804) 822-4000

PHONE, (407) 658-0858

FAX, (407) 658-3852

(((H9500005296)))

DOCUMENT TYPE, FLORIDA PROFIT CORPORATION

NAME, GREER CAPITAL MANAGEMENT COMPANY

FAX AUDIT NUMBER, H9500005296

CURRENT STATUS, REQUESTED

DATE REQUESTED, 05/11/1995

TIME REQUESTED, 09:57:42

CERTIFIED COPIES, 1

CERTIFICATE OF STATUS, 0

NUMBER OF PAGES, 6

METHOD OF DELIVERY, FAX

ESTIMATED CHARGE, \$122.50

ACCOUNT NUMBER, 076117000420

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TALLAHASSEE, FLORIDA
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05-2111

MAY-11 95 THU 10:23

GUNSTER YONKLEY & STEWART FAX NO. 8323563

P.01

GUNSTER, YONKLEY, VALDES-FAULI & STEWART, PA.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 635-1980
FAX (407) 635-5677

OTHER OFFICES IN:
STUART, FL (407) 288-1980
FORT LAUDERDALE, FL (305) 462-2000

FAX TRANSMITTAL FORM

DATE: May 11, 1995
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4000
PHONE #: 904-487-6926
FROM: Mary Blackford Cherry, Legal Assistant Ext: 728
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 8
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CLIENT/MATTER#:

MAY-11-95 THU 10:24

GUNSTER YOAKLEY & STEWAR

FAX NO. 0323563

P.03

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ARTICLES OF INCORPORATION
OF
GREER CAPITAL MANAGEMENT COMPANY

FILED
95 MAY 11 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Greer Capital Management Company.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

133 Forester Court
West Palm Beach, FL 33414

The mailing address of this corporation shall be:

133 Forester Court
West Palm Beach, FL 33414

Article V

Capital Stock

The corporation is authorized to issue One Million One Hundred Thousand (1,100,000) shares of capital stock consisting of 1,000,000 shares of common stock, \$.01 par value per share (the "Common

Jeffrey A. Stoops, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 So. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401
(407) 655-1980
FLA. BAR NO. 480843

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Stock"), and 100,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock"). Shares of Preferred Stock may be issued by the corporation from time to time in one or more series, with such designations, powers, privileges, preferences and relative, participating, optional or other rights, if any, permitted by law and as the Board of Directors shall from time to time provide for and fix by resolution or resolutions. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional and other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance or any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Florida.

No holders of shares of the corporation of any class, now and hereafter authorized, shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for, purchase or receive any securities convertible to or exchangeable for shares, which may at any time be issued, sold or offered for sale by the corporation, except in the case of any shares of Preferred Stock to which such rights are specifically granted by any resolution or resolutions of the Board of Directors adopted pursuant

to this Article IV or in the case of any agreement authorized by the Board of Directors specifically granting such rights to a holder of shares of the corporation.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

J. Bradford Greer
133 Forester Court
West Palm Beach, FL 33414

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X**Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI**Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



J. Bradford Greer
Incorporator

DATED: May 11, 1995

135473.01

MAY 11 05 THU 10:27

GUNSTER YOKLEY & STEWAR

FAX NO. 8323583

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GREEN CAPITAL MANAGEMENT COMPANY, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.

By:


Michael V. Mitrione
Vice President

135473.02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA