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DIVISION OF CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Blanz & Frankel
Requestor's Name
J. E. Tredana
Address
Miami, FL 33134
City State ZIP Phone

377-9353

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CORPORATION(S) NAME

GRANT AMERICAS Inc

EFFECTIVE DATE
6-1-95

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSER JUN 1 1995

EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
GRANT AMERICAS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-1-95

ARTICLE I.

The name of this Corporation is: GRANT AMERICAS INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.
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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: 1400-A, SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION**, and the principal place of business is 1400 SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE VIII.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

WILLIAM EDWARDS
15841 Sanctuary Drive
Tampa, Florida 33647

ARTICLE IX.

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

STEPHEN A. BLASS
#1400 SunBank International Center
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE X.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of June 1995.

GRANT AMERICAS INC., a
Florida corporation.

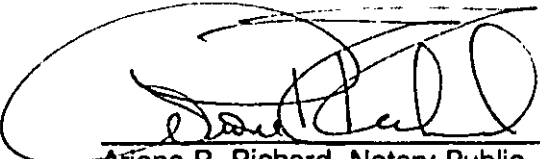
By: 

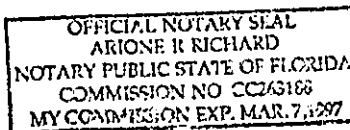
STEPHEN A. BLASS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 1st day of June, 1995 in the County and State aforesaid.


Arione R. Richard, Notary Public,
State of Florida at Large
My Commission No: CC 263188
My Commission expires: 03/07/97



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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT GRANT AMERICAS INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT ONE SOUTHEAST THIRD AVENUE, SUITE 1400, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT 1400-A SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GRANT AMERICAS INC.,
a Florida corporation.

BY: 
STEPHEN A. BLASS, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

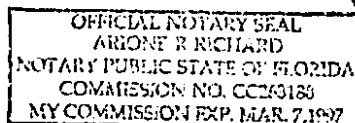
COPROLITE CORPORATION, a
Florida corporation

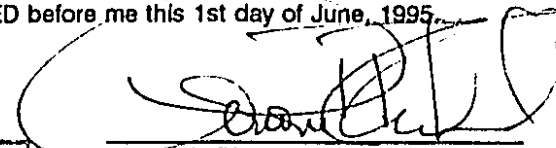
By: 
STEPHEN A. BLASS, Vice President

Dated: June 1, 1995

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 1st day of June, 1995.




Arione R. Richard, Notary Public,
State of Florida at Large
My Commission No: CC 263188
My Commission expires: 03/07/97

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