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FILED  
95 JUN 30 AM 10:20  
TALLAHASSEE, FLORIDA

June 20, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation for Grayton Group, Inc.

Dear Sir or Madam:

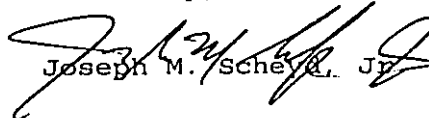
Enclosed please find the following documents for filing with the Department of State:

- (1) Articles of Incorporation (original and one copy)
- (2) Certificate of Registered Agent/Registered Office (original and one copy)
- (3) Letter from Department of State dated May 31, 1995 reserving the name "Grayton Group, Inc."
- (4) Filing fee of \$122.50

Please return a copy of the Articles of Incorporation and Certificate of Registered Agent/Registered Office indicating the date the Articles were filed.

Thank you for your assistance. If you have any questions or need additional information, please give me a call.

Sincerely,

  
Joseph M. Scheyd, Jr.

JMSjr:tjd

Enclosure

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-06/30/95--01020--017  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 31, 1995

JOSEPH M. SCHEYD, JR., P.A.  
305 MAIN STREET  
DESTIN, FL 32541

JUN 03 1995

The name GRAYTON GROUP, INC. has been reserved for 120 days beginning May 31, 1995. The reservation number is R95000002454 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Alan Crum

Letter number: 795A00027254

ARTICLES OF INCORPORATION  
OF  
GRAYTON GROUP, INC.

FILED  
95 JUN 30 AM 10:20  
CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Grayton Group, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

115 Sandy Lane, Santa Rosa Beach, Florida 32459

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - 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 VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the corporation, it being the intention to give the corporation a preference in the purchase of such shares, and any attempted sale in violation of this provision

is null and void.

If the corporation does not desire to purchase the shares of stock, the stockholder must then offer the remaining shareholders the option to purchase, it being the intention to give the remaining shareholders the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by the corporation within twenty (20) days thereafter, then any or all of the remaining shareholders have twenty (20) days to exercise their option to purchase in pro rate shares thereof. If neither the corporation nor the shareholders exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Van E. Belcher, 115 Sandy Lane, Santa Rosa Beach, Florida 32459.

#### ARTICLE VIII - INCORPORATORS

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

Van E. Belcher  
115 Sandy Lane  
Santa Rosa Beach, Florida 32459

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation this 31st day of May, 1995.

  
VAN E. BELCHER

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by VAN E. BELCHER, who is personally known to me or who has produced Fko. Lic. B426-865-31-286-0 as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

  
NOTARY PUBLIC - State of Florida  
My Commission Expires: 1998



**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Grayton Group, Inc.
2. The name and address of the registered agent is Van E. Belcher. The address of the registered office is 115 Sandy Lane, Santa Rosa Beach, Florida 32459.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 31st day of May, 1995.

  
VAN E. BELCHER  
Registered Agent

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TALLAHASSEE, FLORIDA