

195000058370

DELOACH & PETERSON, P.A.
ATTORNEYS AT LAW

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July 24, 1995

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Grace Catamaran Corporation
Our File No. 95-8132

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,


SID C. PETERSON, JR.

SCP/emr
Enclosures

7/28/95


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-07/26/95--01062--018
*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
GRACE CATAMARAN CORPORATION

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be: *GRACE CATAMARAN CORPORATION*, with its principal office located at 2526 Royal Palm Drive, Edgewater, Florida 32141 and its corporate mailing address being the same.

ARTICLE II
NATURE OF BUSINESS AND POWER

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 2,500,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

HAROLD J. READ, JR.
2526 Royal Palm Drive
Edgewater, Florida 32141

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

HAROLD J. READ, JR.
2526 Royal Palm Drive
Edgewater, Florida 32141

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
OFFICERS

The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

ARTICLE IX
INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President

HAROLD J. READ, JR.
2526 Royal Palm Drive
Edgewater, Florida 32141

Secretary/Treasurer

DANEEN H. READ
2526 Royal Palm Drive
Edgewater, Florida 32141

ARTICLE X
INCORPORATOR

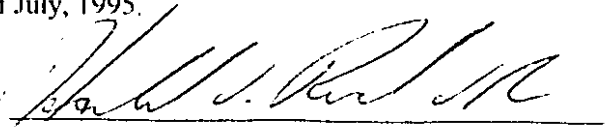
The name and address of the person signing these Articles of incorporation as the Incorporator is:

HAROLD J. READ, JR.
2526 Royal Palm Drive
Edgewater, Florida 32141

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporate be made.

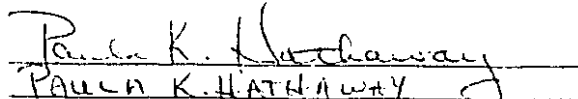
IN WITNESS WHEREOF, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 14th day of July, 1995.


HAROLD J. READ, JR.

STATE OF FLORIDA

COUNTY OF VOLUSIA

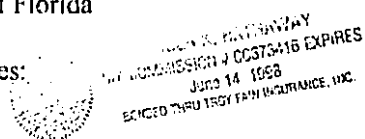
BEFORE ME, a Notary Public, personally appeared, **HAROLD J. READ, JR.**, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 14th day of July, 1995.


PAULA K. HATHAWAY
(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



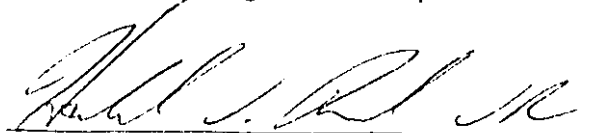
CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **GRACE CATAMARAN CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Edgewater, County of Volusia, State of Florida, has named **HAROLD J. READ, JR.**, 2526 Royal Palm Drive, Edgewater, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

A handwritten signature in dark ink, appearing to read 'H. J. Read, Jr.', is written over a horizontal line.

HAROLD J. READ, JR., as Registered Agent

P95000058370

J. BYRON D. LOACH
SID C. PETERSON II
PHILIP D. PETERSON

D. LOACH & PETERSON, P.
ATTORNEYS AT LAW

418 CANAL STREET
POST OFFICE BOX 428
NEW SMYRNA BEACH, FL 32170
(904) 428-2404
FAX (904) 423-0887

January 19, 1996.

FILED
96 JAN 22 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001695395
-01/23/96--01012--021
*****35.00 *****35.00

Re: Grace Catamaran Corporation
Document No. P95000058370

Dear Sirs:

Enclosed please find Articles of Amendment to the Articles of Incorporation of the above-referenced corporation, along with this firm's check in the amount of \$35.00 for filing same.

Please return a confirmation of said Amendment being filed to this office.

Sincerely yours?


SID C. PETERSON, JR.

SCP/cmr
Enclosures

Amend

VS JAN 30 1996

ARTICLES OF AMENDMENT

GRACE CATAMARAN CORPORATION, a Florida corporation, under its corporate seal and the hands of its President, HAROLD J. READ, JR., and Secretary, HAROLD J. READ, JR., hereby certifies that

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The Board of Directors of said corporation at a meeting called and held on January 12, 1996, adopted the following Resolutions:

"Be it resolved that Article III of the Articles of Incorporation shall be amended to read:

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is as follows:

- a. 2,500,000 shares of common stock having a par value of \$1.00 per share.
- b. 1,000,000 shares of cumulative convertible preferred stock having a par value of \$0.001 per share.

The meeting of the stockholders of the corporation called by the Board of Directors as aforesaid was held on January 12, 1996, and at said special meeting of the stockholders said amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all the stockholders.

In Witness Whereof said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 12 day of January, 1996.

GRACE CATAMARAN CORPORATION,
a Florida corporation.

BY: 

HAROLD J. READ, JR., President

(SEAL)

TEST: 

HAROLD J. READ, JR., Secretary

FILED
96 JAN 22 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

On this day personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgements, **HAROLD J. READ, JR.**, President and Secretary of **GRACE CATAMARAN CORPORATION**, a Florida corporation, who is personally known to me or who has produced N/A as identification and who acknowledged that he executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation after having been duly authorized to do so.

Witness my hand and official seal at New Smyrna Beach, Volusia County, Florida, this 12th day of January, 1996.

Christiane M. Remington
Christiane M. Remington

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission

