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July 27, 1995

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Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Incorporation of GORHAM INTERNATIONAL, INC.

Gentlemen

An original and copy of the Articles of Incorporation and check # 2904 in the amount of \$70.00 have been enclosed. If the name, GORHAM INTERNATIONAL, INC. is available, please file the Articles of Incorporation and send me a copy of the Articles of Incorporation marked "Filed". The fee submitted should be applied as follows:

Filing fee: Articles of Incorporation	\$35.00
Designation and Acceptance of Registered Agent	\$35.00

Thank you for your prompt attention to this matter.

Sincerely,

Michael J. Bazalo, Esq.

Enclosures: Articles of Incorporation (original and copy)  
return-addressed envelope  
Check # 2904

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FLORIDA

ARTICLES OF INCORPORATION  
OF  
GORHAM INTERNATIONAL INC.

ARTICLE I - NAME

The name of this corporation is GORHAM INTERNATIONAL INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 1086 Forest Lakes Drive #302, Naples, Florida 33942.

ARTICLE III - AUTHORIZED SHARES

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized but unissued stock or new stock of this corporation, 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 V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1945 Fairview Drive, Englewood, FL 34223, and the name of the initial registered agent of this corporation at that address is ALBERT R. FARRANT.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1) director. The

name and address of the initial directors of this corporation are: ALBERT R. FARRANT, 1945 Fairview Drive, Englewood, FL 34223, and ALFRED E. BELISLE, 1086 Forest Lakes Drive #302, Naples, FL 33942.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify each Officer or Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these Articles are: ALFRED E. BELISLE, 1086 Forest Lakes Drive #302, Naples, FL 33942, and ALBERT R. FARRANT, 1945 Fairview Drive, Englewood, FL 34223.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 30 day of May, 1995.

Alfred E. Belisle  
ALFRED E. BELISLE

Albert R. Farrant  
ALBERT R. FARRANT

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I am familiar with and accept the obligations provided for in Florida Statutes, Section 607.0505.

DATED this 30 day of May, 1995.

Albert R. Farrant  
ALBERT R. FARRANT