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January 18, 1996

WILLIAM E. DAVIS
OF COUNSEL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of GRWP, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of GRWP, Inc. Also enclosed is our check in the amount of \$122.50 representing your filing fee, certified copy fee and registered agent designation fee.

Please forward to us a certified copy of the Articles at your earliest convenience.

Sincerely,

Gerald J. Biondo
Gerald J. Biondo

GJB:afd
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Enclosures

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1-25-96

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96 JAN 22 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GRWP, INC.

FILED

96 JAN 22 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is GRWP, INC. whose address is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have

outstanding in 500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751 and the name of the initial registered agent of this corporation at that address is Christopher DelGuidice.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the director is:

Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Christopher DeGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

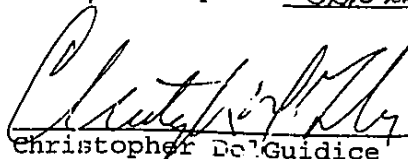
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of JANUARY, 1996.


Christopher DeGuidice

STATE OF FLORIDA)
COUNTY OF Orange) ss.

17 The foregoing instrument was acknowledged before me this
day of January, 1996 by CHRISTOPHER
DELGUIDICE, who is personally known to me or who has produced
_____ as identification.

Melissa A. Marcello
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Melissa A. Marcello
Commission No.: CC 518838

My Commission expires:

G:\DELGUIDICE\ORNDP.ART



MELISSA A. MARCELLO
My Comm Exp. 12/17/99
Bonded By Service Ins
No. CC518838
((Personally Known)) ((C.W.L.D.))

CERTIFICATE OF REGISTERED AGENT
OF
GRWP, INC.

FILED
96 JAN 22 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

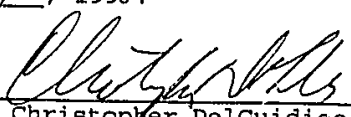
That GRWP, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751 as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 17 day of JANUARY, 1996.

By: _____


Christopher DelGuidice