

P96000033524

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

40000011781184
-04/16/96--01002--016
****131.25 ****131.25

SUBJECT: Gramatan Corp.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: John D. Ashburn, Esquire
Name (printed or typed)

125 Worth Avenue, Suite 306
Address

Palm Beach, Florida 33480
City, State & Zip

(407)833-3242
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 16 PM 3:25

FILED

NOTE: Please provide the original and one copy of the articles.

PAC
4/17/96

ARTICLES OF INCORPORATION

OF

GRAMATAN CORP.

FILED

96 APR 16 PM 3:25

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be Gramatan Corp. located at 125 Worth Avenue, Suite 306, Palm Beach, Florida 33480.

ARTICLE II

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture, trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by these provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation, until such time as the whole consideration thereof shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 125 Worth Avenue, Suite 306, Palm Beach, Florida 33480.

The name of the initial registered agent of this corporation at that address is John D. Ashburn, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the

stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

| | |
|-----------------|---|
| David J. Palmer | 3500 45th Street, Suite 1A West Palm Beach, FL 33407 |
| James C. Remez | 453 Kelsey Park Drive Palm Beach Gardens, FL 33410 |
| John D. Ashburn | 741 Westwind Drive North Palm Beach, FL 33408 |

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation may be managed by the stockholders.

ARTICLE VII

Incorporators

The name and street addresses of the incorporators of these Articles of Incorporation are:

| | |
|-----------------|---|
| David J. Palmer | 3500 45th Street, Suite 1A West Palm Beach, FL 33407 |
| James C. Remez | 453 Kelsey Park Drive Palm Beach Gardens, FL 33410 |
| John D. Ashburn | 741 Westwind Drive North Palm Beach, FL 33408 |

ARTICLE VIII

Bylaws

In furtherance and not in limitation of these powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of

Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

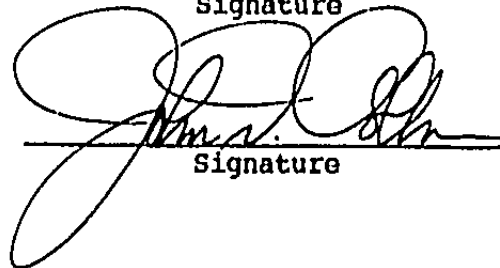
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying

that the facts herein stated are true this 10th
day of April, 1996.


Signature


Signature


Signature

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

FILED

96 APR 16 PM 3:25

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

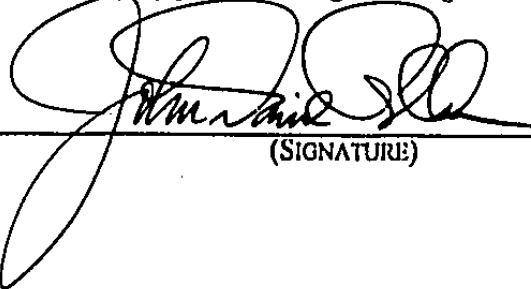
1. The name of the corporation is: Gramatan Corp.
2. The name and address of the registered agent and office is:

John D. Ashburn, Esquire
(NAME)

125 Worth Avenue, Suite 306
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Beach, Florida 33480
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

4/10/96
(DATE)