

NAMACK, CLARK & KEENEY

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
1100 SECOND STREET
SUITE 1105

SARASOTA, FLORIDA 34230

WILLIAM H. NAMACK, III
JAMES C. CLARK
JAMES D. KEENEY
CLIFFORD M. KING
LISA K. DEVITO

TELEPHONE
941.555.4768
941.555.4769

WILLIAM H. NAMACK, III
JAMES C. CLARK
JAMES D. KEENEY
CLIFFORD M. KING
LISA K. DEVITO

AUGUST 3, 1996

By Federal Express
Florida Department of State
Division of Corporations
Atten: New Filing
409 East Gaines Street
Tallahassee, FL 32399

TELEPHONE
941.555.4768
941.555.4769

Re: GROUTSTICK, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is a check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$35.00
Certified copy of Articles	52.50
Registered agent designation	35.00
	<u>\$122.50</u>

Please file the Articles of Incorporation and forward a certified copy to us.

Sincerely yours,

William H. Namack, III

LKD/cg
cc: Donald E. Cloud
y:\wpdata\files\cloud.crp\don8-12.1tr

96 AUG 4 PM 5:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/16

ARTICLES OF INCORPORATION
OF
GROUTSTICK, Inc.

FILED
96 AUG 14 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under the Florida Business Corporation Act, by delivering these
Articles of Incorporation to the Department of State for filing.

ARTICLE I
NAME OF CORPORATION

The name of this corporation is:
GROUTSTICK, Inc.

ARTICLE II
GENERAL PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business for which corporations may be
incorporated under the Florida Business Corporation Act.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation
is authorized to issue is 1,000 shares of common stock having a
par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial principal office of this corporation is:

3436 Highlands Bridge Road
Sarasota, Florida 34235

The mailing address of this corporation is: the same as the street address of the principal office.

ARTICLE V

DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one Director initially. The number of directors may be increased from time to time, and after such increased may be decreased from time to time, by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and street address of the individual who is to serve as the initial Director of this corporation is:

Donald E. Cloud
3436 Highlands Bridge Road
Sarasota, Florida 34235

ARTICLE VI
INCORPORATORS

The name and street addresses of each of the one or more incorporators of this corporation are:

Donald E. Cloud
3436 Highlands Bridge Road
Sarasota, Florida 34235

ARTICLE VII
DATE CORPORATE EXISTENCE BEGINS

The date when corporate existence for this corporation shall begin is the 9th day of August, 1996, or the date when these Articles of Incorporation are received by the Department of State, if said date is not within 5 business days prior to the date of filing.

ARTICLE VIII
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 as follows:

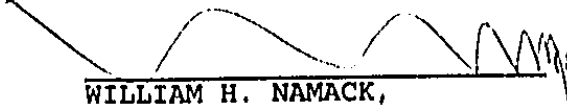
William H. Namack, III
1800 Second St., Suite 855
Sarasota, FL 34236

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

ARTICLE IX

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business office is identical with the initial Registered Office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.


WILLIAM H. NAMACK,
Registered Agent

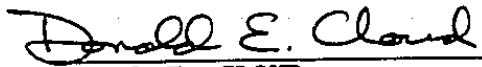
(SEAL)

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended or repealed as provided therein.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 13th day of August, 1996.


DONALD E. CLOUD

(SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
13th day of August, 1996, by DONALD E. CLOUD.

Mary Lou Odom

My Commission Expires:



~~Notary Public~~
MY COMMISSION # CC340450 EXPIRES
January 25, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

Personally Known XX OR Produced Identification
Type of Identification Produced



MARY LOU ODOM
MY COMMISSION # CC340450 EXPIRES
January 25, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED

96 AUG 14 PM 5:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA