





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 6, 1996

JOYCE TOTH  
175 CYPRESS WAY E, #101  
NAPLES, FL 34110

SUBJECT: GRAYHAWK, INC.  
Ref. Number: W96000018711

*Grayhawk, Inc.*

We have received your document for ~~GRAYHAWK, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 496A00041755

ARTICLES OF INCORPORATION

OF

GRAYHAWK OF AMERICA, INC.

1996-16-1110

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ARTICLE I  
NAME

The name of this corporation is Grayhawk of America, Inc. whose principal address and mailing address is 175 Cypress Way East, #101, Naples, Florida 34110

ARTICLE II  
DURATION

9-13-96

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation

ARTICLE III  
PURPOSE

This corporation is organized to operate an investment business, and for any and all other purposes allowed a Florida corporation

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 175 Cypress Way East, #101, Naples, FL 34110, and the name of the initial registered agent of this corporation at that address is Joyce Toth

ARTICLE V  
INCORPORATORS

The name and addresses of the persons signing these articles are

Joyce Toth, 175 Cypress Way East, #101, Naples, Florida 34110

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

John Toth, 175 Cypress Way East, #101, Naples, Florida 34110

Joyce Toth, 175 Cypress Way East, #101, Naples, Florida 34110

ARTICLE VI  
BYLAWS

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

ARTICLE VIII  
SHAREHOLDER QUORUM

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law

ARTICLE X  
PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share at the price at which it is offered to others

ARTICLE XI  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director against all liability, expenses, costs, damages and attorneys' fees incurred for any action or inaction in connection with the corporation except for gross negligence, wilful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice

The foregoing rights of indemnification are in addition to all other rights to which the officers or directors may be entitled under law

XII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 13th day of September, 1996

  
\_\_\_\_\_  
Joyce Toth, Subscriber

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Joyce Toth, known to me and known by me to be the person who executed these Articles of Incorporation and she acknowledged before me that as her free act they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of September, 1996



OFFICIAL SEAL  
MARY M. PIRRO  
My Commission Expires  
March 10, 1997  
Comm. No. CC 264002

  
\_\_\_\_\_  
Notary Public  
My commission expires:

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida:

- 1 The name of the corporation is Grayhawk of America, Inc.
- 2 The name and address of the registered agents and office is

Joyce Toth  
175 Cypress Way East, #101  
Naples, Florida 34110

HAVING BEEN MADE 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:

Joyce Toth

DATE

9/13/96

RECEIVED  
SEP 16 2 11 PM '96  
CLERK OF COURT  
CLERK OF COURT