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BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

FILED

96 SEP 23 AM 8:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 17, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Griffith Holding Corporation
Our File No. 4111.001

700001954297
-09/24/96--01042--005
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above-referenced proposed corporation along with a check in the amount of \$70.00 for the filing fee. Please return a copy of the Articles marked "filed" to me.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

/rlg
Enc.

cc: Mr. Gregory W. Griffith
James B. Davis, Esq.

TH
9-25-96

ARTICLES OF INCORPORATION
OF
GRIFFITH HOLDING CORPORATION
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Griffith Holding Corporation.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

1265 North Biscayne Point Road
Miami Beach, FL 33141

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1265 North Biscayne Point Road, Miami Beach, Florida, 33141, and the name of the initial Registered Agent of the Corporation at that address is Gregory W. Griffith.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
GREGORY W. GRIFFITH	1265 North Biscayne Point Road Miami Beach, Florida 33141
JOYCE A. GRIFFITH	1265 North Biscayne Point Road Miami Beach, Florida 33141

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
GREGORY W. GRIFFITH	1265 North Biscayne Point Road Miami Beach, Florida 33141

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of September 1996.


GREGORY W. GRIFFITH
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

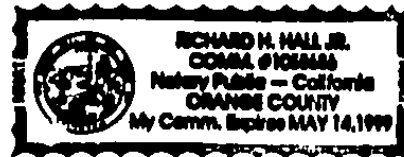
Sworn to and subscribed before me this 3rd September, 1996, by GREGORY W. GRIFFITH.

() Personally known to me; or

(X) Produced Identification; Type of Identification produced
CAIF. DRIV. LIC.

NOTARY PUBLIC:

Sign: Richard A. Hall, Jr.
Print Name: RICHARD A. HALL, JR.
Commission No.: 1058686
My Commission Expires: 5-14-99



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of GRIFFITH HOLDING CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of GRIFFITH HOLDING CORPORATION.

Date: 9-3-96

GREGORY W. GRIFFITH
Initial Registered Agent