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ACCOUNT NO. : 072100000032

REFERENCE : 183668 81817A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 11, 1996

ORDER TIME : 9:25 AM

ORDER NO. : 183668-005

CUSTOMER NO: 81817A

CUSTOMER: Jeffrey B. Marks, Esq
RYAN & MARKS

3000-8 Hartley Road

Jacksonville, FL 32257

200002025932--9
-12/11/96--01046--019
****122.50 ****122.50

DOMESTIC FILING

NAME: GRB PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
96 DEC 11 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12-11-96

RECEIVED
5 DEC 11 AM 10:30
101 OF INCORPORATION

ARTICLES OF INCORPORATION
OF
GRB PARTNERS, INC.
A FLORIDA CORPORATION FOR PROFIT

FILED
96 DEC 11 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

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Article I.	Name.
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ARTICLE I
NAME

The name of this corporation shall be GRB PARTNERS, INC., a Florida corporation for profit.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be 5800 Beach Boulevard, #203, Jacksonville, Florida 32207.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common, voting stock at \$1.00 par value.

ARTICLE IV
TERM OF EXISTENCE

The existence of this corporation begins as of the time that these Articles are accepted for filing by the Florida Department of State. This corporation is to exist perpetually.

ARTICLE V
OFFICERS AND DIRECTORS

The Board of Directors of this corporation must consist of one or more individuals. The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

POSITIONS HELD

President, Treasurer
and Director

Vice-President, Secretary
and Director

NAME AND ADDRESS

Harlan J. Houck
4014 Barcelona Avenue
Jacksonville, FL 32207

Elizabeth B. Winslow
4014 Barcelona Avenue
Jacksonville, FL 32207

ARTICLE VI
INCORPORATOR

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

Harlan J. Houck
4014 Barcelona Avenue
Jacksonville, Florida 32207

Elizabeth B. Winslow
4014 Barcelona Avenue
Jacksonville, Florida 32207

ARTICLE VII
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent and registered office for this corporation are:

Elizabeth B. Winslow
5800 Beach Boulevard, #203
Jacksonville, Florida 32207

ARTICLE VIII
NOTICES

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

ARTICLE IX
BY-LAWS

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

ARTICLE X
PURPOSE AND POWERS OF THIS CORPORATION

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by

any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

ARTICLE XI **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII **AMENDMENTS**

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.


ARTICLE XIII **TAXATION**

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.


ARTICLE XIV **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

The undersigned incorporators have executed these Articles of Incorporation this 10th day of December, 1996.



Harlan J. Houck



Elizabeth B. Winslow


FILED

96 DEC 11 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Elizabeth B. Winslow, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Elizabeth B. Winslow

December 10, 1996