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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000102051

ACCOUNT NO. : 072100000032

REFERENCE : 192975 4303929

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : December 18, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 192975-005

CUSTOMER NO: 4303929

300002032313--2

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: GR ACQUISITION CORP.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 18 AM 10:40
DIVISION OF CORPORATION
Dmc 12/18/96

**ARTICLES OF INCORPORATION
OF
GR ACQUISITION CORP.**

FILED
96 DEC 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GR ACQUISITION CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2601 South Bayshore Drive, Suite 1215, Miami, Florida 33133.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Miles E. Gilman
2601 South Bayshore Drive, Suite 1215
Miami, Florida 33133

W. Barry Tanner
2601 South Bayshore Drive, Suite 1215
Miami, Florida 33133

ARTICLE VII

The name of the Incorporator is Roberto Pupo and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17TH day of December, 1996.



Roberto Pupo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GR ACQUISITION CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505 this 18TH day of December, 1996.

Corporation Service Company



By: Karen Rozar, Agent for Registered Agent