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LAW OFFICES OF  
**LEONARD U. STOLAR**  
SUITE 540 CITY NATIONAL BANK BUILDING  
300 SEVENTY-FIRST STREET  
MIAMI BEACH, FLORIDA 33141  
TELEPHONES (305) 861-9920  
BROWARD (954) 925-2455

February 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32314

Re: D. Gray Incorporated

Gentlemen:

Enclosed please find the following in reference to the above captioned corporation:

1. Original and one copy of executed Articles of Incorporation.
2. Check No. 20494 for \$122.50 representing \$35.00 for the filing fee, \$52.50 for one certified copy of the article of incorporation and \$35.00 for the registered agent fee.

Thank you for your kind, prompt attention in handling this matter.

Very truly yours,

  
LEONARD U. STOLAR

/dd

Enclosures

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-02/17/97--01092--005  
\*\*\*122.50 \*\*\*122.50

FILED  
97 FEB 17 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER FEB 20 1997

**FILED**

97 FEB 17 AM 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**D. GRAY INCORPORATED**

**ARTICLE I.**

**CORPORATE NAME:** The name of the Corporation is: D. GRAY INCORPORATED, and its principal office and mailing address is 1200 N. E. 185th Street #811W, North Miami Beach, Florida 33179.

**ARTICLE II.**

**NATURE OF CORPORATE BUSINESS:** The Corporation may engage in or transact any or all activity or business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE III.**

**CAPITAL STOCK:** The Corporation is authorized to issue and having outstanding at any one time an aggregate number of Five Hundred (500) shares of one class of common stock having a par value of Ten (\$10.00) Dollars per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE: The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: DONALD W. GRAY

INITIAL REGISTERED OFFICE: 1200 N. E. 185th Street #811W  
North Miami Beach, Florida 33179

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT: Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto.

  
Registered Agent

ARTICLE VI.

INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors of the corporation is one (1).

ARTICLE VII.

INITIAL DIRECTOR AND INCORPORATOR-SUBSCRIBER: The name and address of the sole member of the Initial Board of Directors and Initial Incorporator and Subscriber are:

NAME:

DONALD W. GRAY

ADDRESS:

1200 N. E. 185th Street #811W  
North Miami Beach, FL 33179

Dated this 14 day of February, 1997.

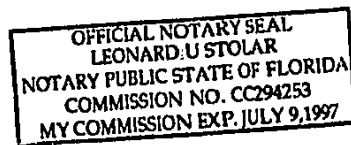
*Donald W. Gray*  
Initial Incorporator-Subscriber

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing was acknowledged before me by DONALD W. GRAY on this 14 day of February, 1997. DONALD W. GRAY is personally known to me and took an oath.

*Leonard U. Stolar*  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires: 7/9/97



**FILED**  
97 FEB 17 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA