

Mar 12 1997 3:3 PM HARLEE, PORGES ET AL No 1012 P. 176
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3/12/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01
CORPORATE NAME: GRINDSTONE, INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (941)746-4160
MAILING NAME/ADDRESS: HARLEE, PORGES, HAMLIN & HAMRICK, P.A.
1205 MANATEE AVE W
BRADENTON
FL 34205-0000 US

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

EFFECTIVE DATE
3-10-97

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

3/12/97

FLORIDA DIVISION OF CORPORATIONS
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3:27

((H97000004260 0)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: HARLEE, PORGES, HAMLIN & HAMRICK, P.A. ACCT#: 076077002227
CONTACT: LINDA JONES
PHONE: (941)748-3770 FAX #: (941)746-4160

NAME: GRINDSTONE, INC.
AUDIT NUMBER.....H97000004260
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION
OF
GRINDSTONE, INC.**

ARTICLE I. NAME

The name of this corporation shall be GRINDSTONE, INC.

EFFECTIVE DATE
3-10-97

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 2300 Las
Olas Boulevard, 2nd Floor, Fort Lauderdale, Florida 33301.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of
these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may
be incorporated under the Florida General Corporation Act. No other purpose limits this
general purpose in any way.

Joseph L. Najmy, Esq.
Fla. Bar No. 0847283
Harlee, Porges, et al.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770

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B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of the individual who shall serve as the Initial Board Of Directors is: MICHAEL DICKMAN, 2300 Las Olas Boulevard, 2nd Floor, Fort Lauderdale, Florida 33301.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 2300 Las Olas Boulevard, 2nd Floor, Fort Lauderdale, Florida 33301.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: MICHAEL DICKMAN.

ARTICLE X. INCORPORATOR


The name and address of the individual who shall serve as this corporation's incorporator is: MICHAEL DICKMAN, 2300 Las Olas Boulevard, 2nd Floor, Fort Lauderdale, Florida 33301.

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ARTICLE XI. AMENDMENT OF ARTICLES

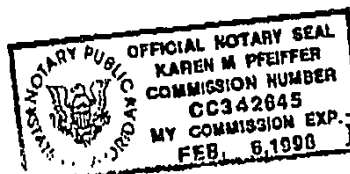
The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

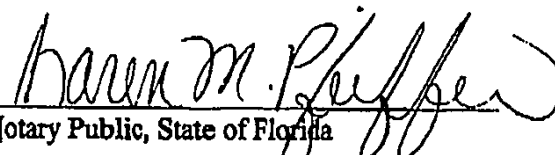
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10 day of March, 1997.


MICHAEL DICKMAN, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

On March 10, 1997, MICHAEL DICKMAN, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me and who did not take an oath personally appeared before me and signed these Articles Of Incorporation.




Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GRINDSTONE, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1995), I hereby state that I am familiar

Mar. 12. 1997 3:38PM HARLEE PORGES ET AL

No. 4943 P. 6/6

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with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 12 day of March, 1997.


MICHAEL DICKMAN, Registered Agent

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