

O'NEILL & O'NEILL SERVICES
ACCOUNTING & PARALEGAL
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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/21/97--01037--016
****122.50 ****122.50

Re: GREY HEADS, INC.

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$122.50.

Please file the Articles and return a certified copy to us at your earliest convenience.

In the event that the first choice name shown above is not available, we would very much appreciate it if you would call us for a second choice.

Thank you,

Karen B. O'Neill

Karen B. O'Neill, President
O'Neill & O'Neill Services, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

/kbo
Enclosures
cc. GREY HEADS, INC.

3/24

ARTICLES OF INCORPORATION

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: GREY HEADS, INC., with initial principal offices located at 254 Bolana Road, Ponte Vedra Beach, FL 32082-2287.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the production of printed materials, or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Michael W. Barker, 1103 Seabreeze Avenue, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the directors on the initial Board of Directors of the corporation are:

| NAME | ADDRESS |
|-------------------|---|
| Michael W. Barker | 1103 Seabreeze Avenue Jacksonville Bch, FL 32250 |
| David A. Vaughan | 5510 Carrerra Place Jacksonville, FL 32277-1435 |

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

| NAME | ADDRESS |
|--|---|
| Michael W. Barker President | 1103 Seabreeze Avenue Jacksonville Bch, FL 32250 |
| David A. Vaughan Vice-President and Secretary | 5510 Carrerra Place Jacksonville, FL 32277-1435 |
| Dianne G. Barker Treasurer | 1103 Seabreeze Avenue Jacksonville Bch, FL 32250 |

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

| NAME | ADDRESS |
|-------------------|---|
| Michael W. Barker | 1103 Seabreeze Avenue Jacksonville Bch, FL 32250 |
| David A. Vaughan | 5510 Carrerra Place Jacksonville, FL 32277-1435 |

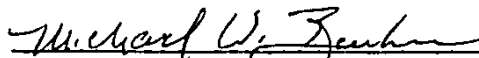
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

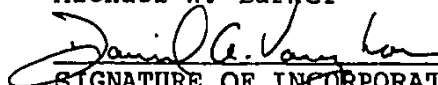
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19 day of March 1997.



SIGNATURE OF INCORPORATOR

Michael W. Barker



SIGNATURE OF INCORPORATOR

David A. Vaughan

EXHIBIT "A"