

097000053438

Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW

305 MAIN STREET

DESTIN, FLORIDA 32541

TEL: (904) 837-1171

FAX: (904) 837-3317

June 12, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002213269--1

-06/16/97--01138--004

*****70.00 *****70.00

**RE: Articles of Incorporation for Grayton Investment
Enterprises, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

Tiffany Donaldson

Tiffany Donaldson
Legal Assistant for
JOSEPH M. SCHEYD, JR.

/tjd
enclosures

FILED

97 JUN 16 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN 17 1997

**ARTICLES OF INCORPORATION
OF
GRAYTON INVESTMENT ENTERPRISES, INC.**

FILED
97 JUN 16 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Grayton Investment Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

244 Highland Avenue
Santa Rosa Beach, Florida 32459

The mailing address of this corporation shall be:

244 Highland Avenue
Santa Rosa Beach, Florida 32459

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is James T. Lee, 244 Highland Avenue, Santa Rosa Beach, Florida 32459.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

James T. Lee
244 Highland Avenue
Santa Rosa Beach, Florida 32459

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) director. The name and address is as follows:

Director

Joe Cannon
109 Banfil Avenue
Grayton Beach, Florida 32459

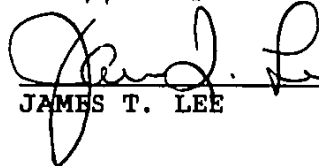
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 11 day of June, 1997.


JAMES T. LEE

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 11th day of June, 1997, by JAMES T. LEE, who is personally known to me or who has produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: 5/1/99



TIFFANY DONALDSON
MY COMMISSION # CC447666 EXPIRES
May 1, 1999
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

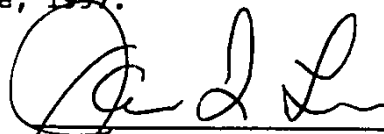
Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Grayton Investment Enterprises, Inc.

2. The name of the registered agent is James T. Lee. The address of the registered office is 244 Highland Avenue, Santa Rosa Beach, Florida 32459.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 11 day of June, 1997.



JAMES T. LEE
Registered Agent

FILED
97 JUN 16 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA