

June 30, 1997

Department of State  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -1 PM 3:34

Re: Articles of Organization of Grateful Management, Inc.

200002227952--3  
-07/01/97--01076--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

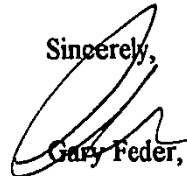
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Registered Agent form for the above referenced company and a check in the amount of \$70.00 representing the filing fee to register same. Please forward all return correspondence to the following address:

Gary Feder, Esq.  
Feder & Dunn, P.A.  
320 SE 9th Street  
Ft. Lauderdale, FL 33316

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact me at 954-766-2550.

Sincerely,

  
Gary Feder, Esq.

D. BROWN JUL - 3 1997

**ARTICLES OF INCORPORATION  
OF  
GRATEFUL MANAGEMENT, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Grateful Management, Inc.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

**ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business

Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE IX**

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of Four (4) directors whose name and addresses are as follows:

Gary A. Feder  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

Kenneth L. Sulomone  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

Kenneth J. Dunn  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

Scott L. Lampert  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

#### ARTICLE X

The initial registered agent of the corporation is Gary Feder, Esq.. The street address of the corporation's initial registered office is 1701 W. Hillsboro Boulevard, Suite 302, Deerfield Beach, FL 33442.

#### ARTICLE XI

The principal place of business address of this corporation shall be:

Grateful Management, Inc.  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

The ~~principal place of~~ mailing address of this corporation shall be:

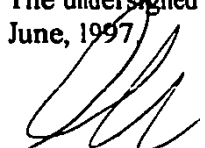
Grateful Management, Inc.  
15020 SW 21st Street  
Davie, FL 33326

#### ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Gary Feder, Esq.  
Feder & Dunn, P.A.  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

The undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 1997

  
\_\_\_\_\_  
Gary Feder, Esq., Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

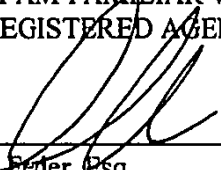
The name of the corporation is Grateful Management, Inc..

The name and address of the registered agent and office is:

Gary Feder, Esq.  
Feder & Dunn, P.A.  
1701 W. Hillsboro Boulevard, Suite 302  
Deerfield Beach, FL 33442

  
\_\_\_\_\_  
Gary Feder, Incorporator / Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Gary Feder, Esq.

Date: 6/30/97