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July 17, 1997

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Greylock Associates, Inc.

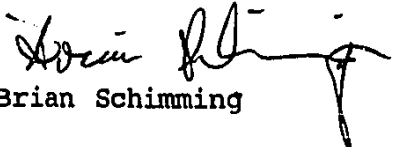
To Whom It May Concern:

Enclosed for filing are duplicate originals of the Articles of Incorporation for the above-referenced profit corporation. Enclosed is a check for \$78.75 to pay the filing, designation of Registered Agent and Certificate of Status fees.

Thank you for your assistance in this matter.
Please contact me if you have any questions.

Sincerely yours,

JOSEPH, GAJARSA, McDERMOTT
& REINER, P.C.


Brian Schimming

BBS:cbp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 12:38

16/6/97

ARTICLES OF INCORPORATION
OF
GREYLOCK ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 12:38

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

ARTICLE ONE

The name of the corporation (which is hereinafter referred to as the "Corporation") shall be GREYLOCK ASSOCIATES, INC.

ARTICLE TWO

The duration of the Corporation shall be perpetual.

ARTICLE THREE

The aggregate number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares, all of one class which shall be designated Common Stock, of a par value of One Dollar (\$1.00) per share.

ARTICLE FOUR

There are no preferences, qualifications, limitations, restrictions and special or related rights in respect to the shares of common stock of the Corporation.

ARTICLE FIVE

The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number permitted by the Florida Business Corporation Act, as amended from time to time. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the stockholders or until their successors are duly elected and shall qualify are:

| | |
|---------------|---|
| Gary Schuman | 621 C St., N.E. Washington, D.C. 20002 |
| Gary Rosmarin | 283 River Drive Tequesta, FL 33469 |

ARTICLE SIX

The post office address of the principal office of the Corporation is 283 River Drive, Tequesta, Florida 33469.

ARTICLE SEVEN

The name and post office address of the resident agent of the Corporation in the State of Florida are:

| | |
|---------------|---------------------------------------|
| Gary Rosmarin | 283 River Drive Tequesta, FL 33469 |
|---------------|---------------------------------------|

Said resident agent is at least eighteen (18) years of age, is a citizen of the State of Florida and actually resides therein.

ARTICLE EIGHT

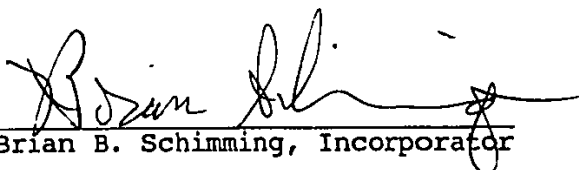
The name and address of the incorporator are:

Brian B. Schimming

1300 19th St., N.W.
Suite 400
Washington, D.C. 20036

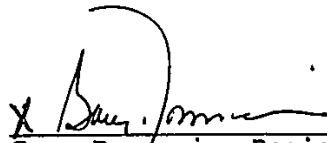
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IN WITNESS WHEREOF, I have signed these Articles of
Incorporation and acknowledge the same to be my act on this
17th day of July, 1997.


Brian B. Schimming, Incorporator

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 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
obligations of my position as registered agent.

Date: July 24, 1997


Gary Rosmarin, Registered Agent