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GARY S. HELFMAN

August 27, 1997

PAUL F. MEHR

Via Airborne Express

Florida Secretary of State  
490 E. Gaines Street  
Tallahassee, FL 32301

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-08/28/97--01038--005  
\*\*\*\*131.50 \*\*\*\*131.50

Re: Graham Hanover, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to be filed with your office. Also, enclosed is a check in the amount of \$131.50 to cover the expenses of filing, a certified copy of the articles and a certificate of good standing.

If you have any questions, please feel free to call me.

Very truly yours,

*Mercedes Taylor*  
Secretary to  
Paul F. Mehr

FILED  
97 AUG 28 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/mt  
Enclosures

MERCEDES TAYLOR GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R.A. ADDRESS  
DATE 8/29/97  
DOC. EXAM QW

EFFECTIVE DATE  
08/26/97

J. McDoan AUG 29 1997

**ARTICLES OF INCORPORATION  
OF  
GRAHAM HANOVER, INC**

**FILED**  
97 AUG 28 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of this corporation is GRAHAM HANOVER, INC.

**EFFECTIVE DATE**

**Article II - Duration**

08/26/97

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV - Capital Stock**

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

**Article V - Preemptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 - Principal Office; Mailing Address**

The principal office and mailing address of this corporation is 21218 St. Andrews Blvd., No. 608, Boca Raton, FL 33433.

**Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is SAME AS PRINCIPAL<sup>OFFICE ADDRESS</sup> and the name of the initial registered agent of this corporation at that address is Cymonie Rowe.

**Article VIII - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Cymonie Rowe                      President/Secretary

**Article IX - Restrictions on the Transfer of Stock**

Shares held by the shareholders may not be resold or otherwise transferred to another person unless such shares are first offered to the corporation or to the remaining shareholders respectively. The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

**Article X - Incorporator**

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

**Cymonie Rowe**

**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 - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

**Article XIII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of August, 1997.

Pursuant to Chapter 92.525, Fla. Stat., under penalties of perjury, I, CYMONIE ROWE, declare I have read the foregoing Articles of Incorporation and the facts stated herein are true.

Cymonie Rowe  
Cymonie Rowe

Acceptance of Designation

Having been named to accept service of process for the above-stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of 48.091, Florida Statutes, relative to the keeping open of said office.

*Cymonie Rowe*

\_\_\_\_\_  
Cymonie Rowe

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EFFECTIVE DATE

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