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NAME: THE GRIFO GROUP, INC.  
AUDIT NUMBER.....H97000016310  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
THE GRIFO GROUP, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: The Grifo Group, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is Suite 506, 1111 Kane Concourse, Bay Harbor Islands, Florida 33154.

ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

Instrument Prepared By:  
Samuel Spencer Blum, Esquire  
Suite 106, 2666 Tigertail Avenue  
Coconut Grove, Florida 33133  
Florida Bar No. 273430  
(305) 854-1885

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Samuel Spencer Blum  
ATTORNEY AT LAW

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ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The names and addresses of the initial directors of this corporation are:

Jerry F. Grifo, Suite 506, 1111 Kane Concourse, Bay Harbor Islands, Florida 33154;

Douglas E. Matthews, Suite 506, 1111 Kane Concourse, Bay Harbor Islands, Florida 33154.

ARTICLE VIII

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

ARTICLE IX

The names and addresses of the incorporators are:

Jerry F. Grifo, Suite 506, 1111 Kane Concourse, Bay Harbor Islands, Florida 33154;

Douglas E. Matthews, Suite 506, 1111 Kane Concourse, Bay Harbor Islands, Florida 33154.

ARTICLE X

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

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Samuel Spencer Blum

ATTORNEY AT LAW

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ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

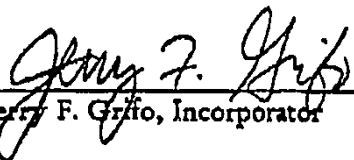
ARTICLE XII

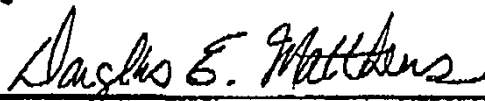
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 1 day of OCT, 1997.

  
Jerry F. Grifo, Incorporator

  
Douglas E. Matthews, Incorporator

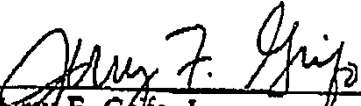


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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that The Grifo Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Bay Harbor Islands, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

  
Jerry F. Grifo, Incorporator

  
Douglas E. Matthews, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Samuel Spencer Blum

SSB/mf  
September 10, 1997  
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H97000016310 Samuel Spencer Blum  
ATTORNEY AT LAW