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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255  
FAX #: (305) 541-3770

NAME: GRIFFIN & ASSOCIATES, PROPERTIES, INC.

AUDIT NUMBER.....H98000000832

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 14, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: GRIFFIN & ASSOCIATES PROPERTIES, INC.  
REF: W98000000952

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Barbara Brock  
Document Specialist

FAX Aud. #: H98000000832  
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ARTICLES OF INCORPORATION

Griffin & Associates Properties, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is Griffin & Associates Properties, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David S Hernandez  
210 University Drive #502  
Coral Springs, FL 33071

(954) 346-7288

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 861 SW 149th Terrace, Pembroke Pines, FL 33027 and the name of the initial register agent of this corporation at that address is Zachary Griffin.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation are:  
Zachary Griffin/Cynthia Griffin  
861 SW 149th Terrace  
Pembroke Pines, FL 33027

ARTICLE IX. Officers. The initial officers of the corporation will be: Zachary Griffin, President/Treasurer, and Cynthia Griffin, Vice-President/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Zachary Griffin  
861 SW 149th Terrace  
Pembroke Pines, FL 33027

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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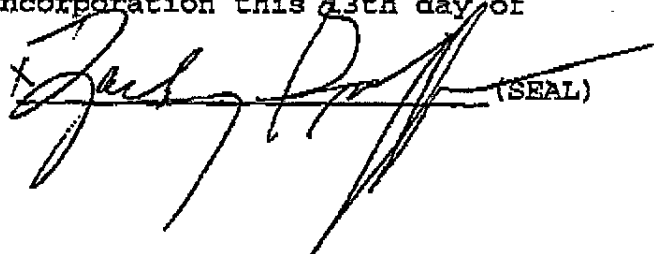
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ARTICLE XIII. The Street address of the Principal place of business is: 861 SW 149th Terrace, Pembroke Pines, FL, 33027

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of January, 1998

 (SEAL)

STATE OF FLORIDA }  
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Zachary Griffin, to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 13th day of January, 1998.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

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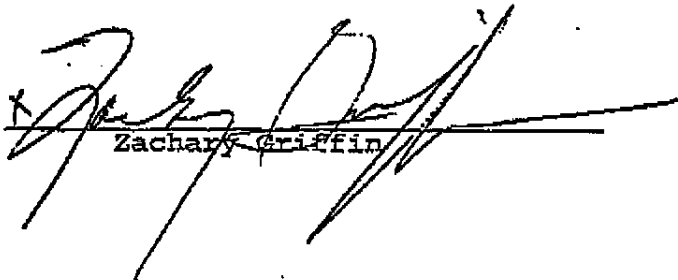
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State of Florida Division of Corporations  
Department of State Tallahassee, FL 32304

I, Zachary Griffin hereby consent to serve as registered  
agent for the corporation, Griffin & Associates Properties,  
Inc. this 13th day of January, 1998.

  
Zachary Griffin

Address of registered agent:

861 SW 149th Terrace  
Pembroke Pines, FL 33027

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