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ACCOUNT NO. : 072100000032
REFERENCE : 726157 4311560
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : March 3, 1998
ORDER TIME : 10:55 AM
ORDER NO. : 726157-005
CUSTOMER NO: 4311560

CUSTOMER: Ms. Cindy Hartman
SCOTT ROYCE HARRIS BRYAN BARRA
& JORGENSEN, P.A.
Suite 800
4400 Pga Boulevard
Palm Beach Gard, FL 33410

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 2:17

DOMESTIC FILING

NAME: GRANTIE CAPITAL CORPORATION

EFFECTIVE DATE:

800002445538--0
-03/03/98--01053--016
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 3/3/98

ARTICLES OF INCORPORATION
OF
GRANITE CAPITAL CORPORATION

FILED
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The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be GRANITE CAPITAL CORPORATION.

ARTICLE II

The principal office and mailing address of the Corporation is 712 U.S. Highway One, Third Floor, North Palm Beach, Florida 33408.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 712 U.S. Highway One, Third Floor, North Palm Beach, Florida 33408; and the initial Registered Agent of this Corporation at that address is MATTHEW J. LANE.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

RANDALL S. SIMOES
712 U.S. HIGHWAY ONE, THIRD FLOOR
NORTH PALM BEACH, FLORIDA 33408

ARTICLE VIII

The name and address of the Incorporator is as follows:

MATTHEW J. LANE
712 U.S. HIGHWAY ONE, THIRD FLOOR
NORTH PALM BEACH, FLORIDA 33408

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of GRANITE CAPITAL CORPORATION for the uses and purposes aforesaid this 2nd day of ^{March} ~~February~~, 1998.

Matthew J. Lane
MATTHEW J. LANE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of ^{MARCH} ~~February~~, 1998, by MATTHEW J. LANE.

(SEAL)



NOTARY PUBLIC

Holly L. Langlois

HOLLY L. LANGLOIS

(Print Name)

My commission expires: _____

Commission No. _____

Personally Known OR Produced Identification _____

Type of identification Produced _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that GRANITE CAPITAL CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 712 U.S. Highway One, Third Floor, North Palm Beach, Florida 33408 County of Palm Beach, State of Florida, has named MATTHEW J. LANE located at 712 U.S. Highway One, Third Floor, North Palm Beach, Florida 33408, as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 2nd day of ^{March} ~~February~~, 1998.

Matthew J. Lane
MATTHEW J. LANE
Registered Agent

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