

A. Wayne Gill



& Associates, P.A.

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Commercial Litigation
Creditors' Rights
Collections
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Real Estate/Title Services

A. Wayne Gill, Esq.
Daniel J. Fox, Esq.

Neil DeLeon, Esq.*
Of Counsel

March 17, 1998

P98000026569

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32301

Re: GRACE ATLANTIC ADMISSIONS, INC.

Dear Sir and Madam:

Please find enclosed original and one copy of the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$122.50 for the filing of said Articles.

Please return to us a Certified Copy of same in the enclosed self addressed stamped envelope.

Thank you for your courtesy and cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'A. Wayne Gill', written over a circular stamp.

A. Wayne Gill, Esq.

AWG/cw
Enclosure

corp/secrest.ltr

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****122.50 ****122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member of:
American Bar Association The General Bar The Columbia Law List
Commercial Law League Of America National Bar Association

98-23-98

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRACE ATLANTIC ADMISSIONS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **GRACE ATLANTIC ADMISSIONS, INC.**, and the initial address of this corporation shall be 10231 Fanfare Drive, Boca Raton, FL 33428.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2001 W. Sample Road, Pompano Beach FL 33064, with the privilege of having its offices and branch offices at other places within

or without the State of Florida. The initial registered agent at that address shall be A. Wayne Gill, Esq.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Dr. Joseph Loudon - President
Sylvanie Loudon - Vice President
Sara Loudon - Secretary

ARTICLE VIII

The name and address of the Incorporator is **A. Wayne Gill, Esq., 2001 W. Sample Road, Pompano Beach, Florida 33064.**

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

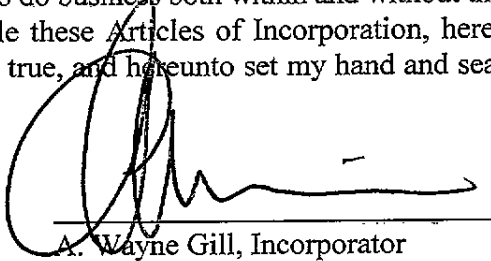
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this ____ day of March, 1998.



A. Wayne Gill, Incorporator

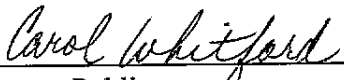
STATE OF FLORIDA)

ss:

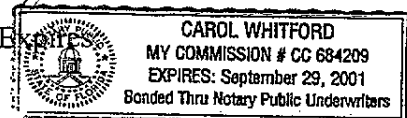
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **A. Wayne Gill**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 17 day of March 1998.



Notary Public
My Commission Expires

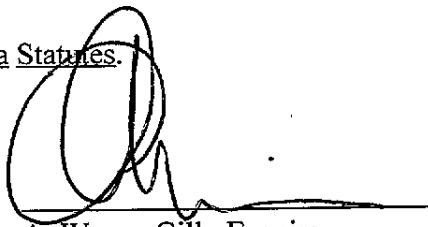


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, That **GRACE ATLANTIC ADMISSIONS, INC.**, Desiring to organize under the laws of the State of Florida, has named **A. WAYNE GILL, ESQUIRE**, 2001 W. Sample Road, Suite 101, Pompano Beach, County of Broward, State of Florida 33064, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501, Florida Statutes.


A. Wayne Gill, Esquire
Registered Agent

DATED: This 16th day of March, 1998.

FILED
98 MAR 20 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA