

P98000029677

MAR-31-98 17:51 FROM: A. ASP. Ima. Pro. Borkson ID: 9547667800

PAGE 1

3/31/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:01 PM

((H98000006214 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: R.K. GRACE & COMPANY OF NEW YORK, INC.

AUDIT NUMBER.....H98000006214

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] || COMPUSE || MENU

|| 0:03:46 || 03:03p || Capture Off

FILED

98 APR -1 AM 8:25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight APR 01 1998

H98000006214

ARTICLES OF INCORPORATION

OF

R.K. GRACE & COMPANY OF NEW YORK, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: R.K. GRACE & COMPANY OF NEW YORK, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2600 Douglas Road, Suite 150, Coral Gables, Florida, 33134.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

GAYLE E. COLEMAN, ESQ., FL BAR #857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

H98000006214

97/5077.200/105737

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 APR -1 AM 8:25

FILED

H98000006214

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.01 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 E. Las Olas Blvd., Suite 1900
Ft. Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

H98000006214

H98000006214

ARTICLE VIII
INITIAL DIRECTORS

The names and addressess of the initial Directors of this Corporation are:

John Kaweske
2600 Douglas Road, Suite 150
Coral Gables, FL 33134

Pasquale Guadagno
2600 Douglas Road, Suite 150
Coral Gables, FL 33134

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Gayle E. Coleman, Esq., 200 E. Las Olas Blvd., Suite 1900, Ft. Lauderdale, Florida, 33301.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

H98000006214

97/5077.200/108732

H98000006214

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 31st day of March, 1998.



Gayle E. Coleman, Incorporator

H98000006214

H98000006214

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

R.K. GRACE & COMPANY OF NEW YORK, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2600 Douglas Road, Suite 150, Coral Gables, Florida, 33134, has named South Florida Registered Agents, Inc. whose address is 200 E. Las Olas Blvd., Suite 1900, Ft. Lauderdale, Florida, 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(a Florida corporation)

By: Beverly F. Bryan
Beverly F. Bryan, President

H98000006214

98/5077.200/105732.1

FILED
98 APR - 1 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA