

*When  
Ready  
Call  
681-0619*

**P9800004/3/5**

**ALLEN, LANG, MORRISON & CUCIOTTO, P.A.**

**ATTORNEYS AT LAW**

**105 EAST ROBINSON STREET, SUITE 201  
ORLANDO, FLORIDA 32801-1655**

**POST OFFICE BOX 3628  
ORLANDO, FLORIDA 32802-3628**

**TELEPHONE (407) 422-8250  
FAX (407) 422-8262**

May 6, 1998

VIA FEDERAL EXPRESS

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

Re: GRT HOLDINGS, INC.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for GRT Holdings, Inc., together with check in the amount of \$122.50 representing \$35 filing fee, \$55 for a certified copy and \$35 for the registered agent fee.

Please file with the Secretary of State's office, wait for the certified copy and return the certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barbara*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

FILED  
98 MAY -7 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 MAY -7 AM 9:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

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-05/07/98--01023--022  
\*\*\*\*122.50 \*\*\*\*122.50

*will wait*

(4)

P. Hall  
MAY -7 1998

**ARTICLES OF INCORPORATION**

**OF**

**GRT HOLDINGS, INC.**

**FILED**  
**98 MAY -7 AM 10:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is GRT HOLDINGS, INC.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 105 E. Robinson Street, Suite 201, Orlando, FL 32801 and the name of the initial registered agent of this corporation at that address is Thomas F. Lang.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

A. This corporation shall have three (3) directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Glenn Campbell Stetson	630 North Bumby Avenue Orlando, Florida 32803
Ronald Douglas Hart	630 North Bumby Avenue Orlando, Florida 32803
Thomas Allen Fournier, Jr.	630 North Bumby Avenue Orlando, Florida 32803

**INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Thomas Allen Fournier, Jr.	630 North Bumby Avenue Orlando, FL 32803
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**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI  
AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 5<sup>th</sup> day of May, 1998.

  
Thomas Allen Fournier, Jr.

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of May, 1998, by THOMAS ALLEN FOURNIER, JR., who is personally known to me ~~or who produced~~ \_\_\_\_\_  
(~~type of identification~~) as ~~identification~~.

  
NOTARY PUBLIC



JEANNE K. ADAMS  
My Comm Exp. 7/19/98  
Bonded By Service Ins  
No. CC384936  
 Personally Known     Other I.D.

Print Name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
Thomas E. Lang

FILED  
98 MAY -7 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA