

6/30/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~CLAR~~ ~~CLAR~~ *Arco*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: GRIDIRON, INC.

AUDIT NUMBER.....H98000012120

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

CERT. OF STATUS..1

PAGES..... 4

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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

EFFECTIVE DATE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article I. Name

The name of this Florida corporation is:  
GridIron, Inc.

### Article II. Address

The mailing address of the Corporation is:  
GridIron, Inc.  
2405 Magnolia Drive  
North Miami FL 33181

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Mark A. Tobin, Esq.  
203 S.W. 13th Street  
Miami FL 33130

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John Bosa  
Christine Ferrari Tobin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jeffrey R. Sonn | FL Bar Member 773514  
Sonn & Associates P.A.  
1 East Broward Boulevard  
Suite 620  
Ft. Lauderdale FL 33301  
954-763-4700  
H98000012120

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

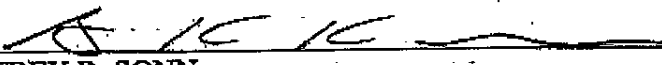
The name and address of the incorporator is:

Jeffrey R. Sonn  
Sonn & Associates P.A.  
1 East Broward Boulevard  
Suite 620  
Ft. Lauderdale FL 33301

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 29, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 30, 1998.

  
JEFFREY R. SONN  
by G.K. Kuroda as attorney-in-fact

Jeffrey R. Sonn | FL Bar Member 773514  
Sonn & Associates P.A.  
1 East Broward Boulevard  
Suite 620  
Ft. Lauderdale FL 33301  
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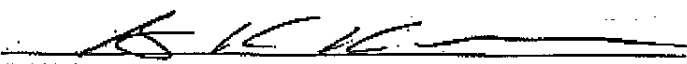
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
GridIron, Inc.

**REGISTERED AGENT/OFFICE:**  
Mark A. Tobin, Esq.  
203 S.W. 13th Street  
Miami FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
MARK A. TOBIN, ESQ.  
by G.K. Kuroda as attorney-in-fact

Date: June 30, 1998.

Jeffrey R. Sonn | FL Bar Member 773514  
Sonn & Associates P.A.  
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