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WARWICK & BANISTER, P.A.

LAWYERS

140 ROYAL PALM WAY

P.O. BOX 2735

PALM BEACH, FLORIDA 33480

JOHN R. BANISTER
CHARLES H. WARWICK, III

TELEPHONE 655 - 7776

TELECOPIER 655 - 2271

AREA CODE 561

PLEASE REFER TO:

November 23, 1998
FEDERAL EXPRESS

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-11/24/98--01063--021
*****70.00 *****70.00

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: GRAYSON INTERNATIONAL, INC.

Dear Sir or Madam:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,

WARWICK & BANISTER, P.A.



Kristina Neville
Paralegal

:kn

Dmc
12-2-98

FILED
98 NOV 24 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRAYSON INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

This corporation will be a Subchapter S corporation by the name of Grayson International, Inc.

ARTICLE II

The nature of the business is to act to the extent permitted under Florida Statutes, Chapter 607 (1996 as amended), and to engage in every business permitted under the laws of the State of Florida and the United States.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have at any time shall be One Thousand (1,000) shares of common stock of One Dollar(\$1.00) par value per share.

ARTICLE IV

The corporation shall begin business with a capital stock of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The post office address of the initial principal office of this corporation is 140 Royal Palm Way, Ste 205, Palm Beach, Fl 33480, and the name and address of the Registered Agent are: John R. Banister, 140 Royal Palm Way, Suite 205, Palm Beach, FL 33480. Further, the corporation may have such other place of business, both within and without the State of Florida, and in foreign countries as may be necessary or convenient.

ARTICLE VII

The business of this corporation shall be conducted by a board of directors of one or more directors.

ARTICLE VIII

The names and post office addresses of the first directors of this corporation who shall hold office until the annual meeting of this corporation to be held in and until their successors are elected and have qualified are:

NAME

John Grayson

ADDRESS

140 Royal Palm Way, Ste 205, Palm Beach, Fl
33480

ARTICLE IX

The name and post office address of the incorporator and subscriber of this Articles of Incorporation is as follows:

NAME

ADDRESS

John Grayson

140 Royal Palm Way, Ste 205, Palm Beach, Fl
33480

ARTICLE X

The names and post office addresses of the first organizers of this corporation who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are as follows:

NAME

ADDRESS

John Grayson

140 Royal Palm Way, Ste 205, Palm Beach, Fl
33480

ARTICLE XI

Special provisions for the regulation in government for this corporation are:

SECTION 1. The annual meeting of the stockholders and board of directors of this corporation shall be fixed by the bylaws.

SECTION 2. Any meeting of the stockholders and board of directors may be held either within or without the State of Florida.

SECTION 3. The officers of this corporation shall be a president, secretary and treasurer, and such other offices as the board of directors may deem necessary. Any one person may hold two of said offices.

SECTION 4. The bylaws of this corporation shall be made by the board of directors and may be amended by the board of directors.

ARTICLE XII

The original incorporator of this corporation shall have the rights to and may, after the organization of same, assign and deliver their subscriptions of stock herein to any other person who may hereinafter become subscribers to the Stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all the rights, liabilities, and other duties entailed by said subscription subject to the laws of the State of Florida and the execution of this power.

ARTICLE XIII

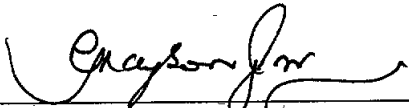
Only fifty-one percent of the shares entitled to vote represented by person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative

vote of fifty-one percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of November, 1998.

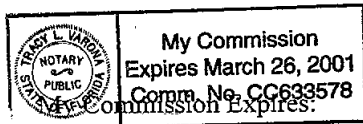


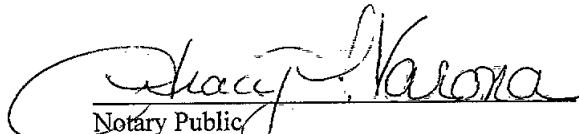
JOHN GRAYSON, Incorporator

STATE OF FLORIDA)
 SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JOHN GRAYSON, to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument. An oath ____ taken.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of November, 1998.





Notary Public

FILED
98 NOV 24 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

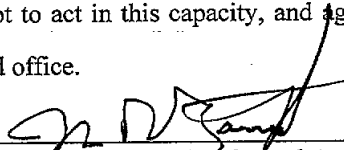
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE, NAMING
AGENT AND UPON WHOM PROCESS MAY BE DELIVERED**

Pursuant to Chapter 48.091, Florida Statutes, 1988, the following is submitted in compliance with said act:

FIRST that Grayson International, Inc., is a corporation organized under the laws of the State of Florida, with its principal offices at 140 Royal Palm Way, Ste 205, Palm Beach, FL 33480, and has named John R. Banister, 140 Royal Palm Way, Suite 205, Palm Beach, FL 33480 as its registered agent, to accept service within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act to keeping open said office.



JOHN R. BANISTER, Registered Agent