

**DOCUMENT FILING TRANSMITTAL FORM**

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August 24, 1999

To: Florida Division of Corporations

Re: Greystoke Group, Inc.

Ref#: 99-03761

800002971258-7  
-08/26/99-01070-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**P99000079432**

<input checked="" type="checkbox"/>	Articles of Incorporation		Registration of Fictitious Name	
	Articles of Organization		Change of Registered Agent & Office	
	Application For Authority		Certificate of Dissolution	
	Certificate of Limited Partnership		Assumed Name Certificate	
	Application for Amended Authority		Certificate of Amendment	
<input checked="" type="checkbox"/>	Check Enclosed	# 3413	Amount	\$78.75

**Special Comments:**

Please file the enclosed document and return evidence of the filing to me via Fedex.

**Type of Service:**

<input type="checkbox"/>	Same Day	<input checked="" type="checkbox"/>	Expedited	<input type="checkbox"/>	Routine Basis
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**Return Evidence to:**

Leif A. Tonnessen LAT & Associates, Inc. 51 Everett Drive, Suite 107 B P.O. Box 496 West Windsor, New Jersey 08550-0496	
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**Send Via :**

<input type="checkbox"/>	FAX 609 895-1776	<input checked="" type="checkbox"/>	My Fedex #2140-9855-5	<input type="checkbox"/>	Regular Mail
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ARTICLES OF INCORPORATION

OF

Greystoke Group, Inc.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be Greystoke Group, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 4115 Kiaora Street, Coconut Grove, Florida 33133-6349.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is two hundred (200), all of which are without par value and classified as common shares.

Article IV: The name and address of the initial registered agent is NRAI Services, Inc. 526 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Leif A. Tonnessen

51 Everett Drive, Suite B-60  
West Windsor, New Jersey 08550-0496

Article VI: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the


right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article VII: The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.


Article VIII: The period of duration of the corporation is perpetual.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 1999.

  
Leif A. Tomnessen, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.  
  
By: \_\_\_\_\_  
Dennis E. Howarth, President

Date: August 24, 1999