

PA99000088753



ACCOUNT NO. : 072100000032

REFERENCE : 396814 81599A

AUTHORIZATION :

*Patricia Pajaro*

COST LIMIT : \$ 78.75

ORDER DATE : October 4, 1999

ORDER TIME : 11:47 AM

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ORDER NO. : 396814-005

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq  
OSSINSKY & CATHCART, P.A.  
OSSINSKY & CATHCART, P.A.  
210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: GRAY MATTERS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

*2228*  
*W99-22877*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -4 PM 12:50

RECEIVED  
99 OCT -4 PM 12:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 4, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: GRAY MATTERS GROUP, INC.  
Ref. Number: W99000022877

We have received your document for GRAY MATTERS GROUP, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 699A00048109

**RESUBMIT**  
Please give original  
submission date as file

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -4 PM 12:50

**RECEIVED**  
99 OCT -7 AM 8:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9/30/99

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

OF

99 OCT -4 PM 12:50

GRAY MATTERS GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

GRAY MATTERS GROUP, INC.  
110 Sisso Cove, Winter Springs, Florida 32708

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 110 Sisso Cove, Winter Springs, Florida 32708 and the name of its initial Registered Agent at that address is Gregory A. Wiens.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Gregory A. Wiens

110 Sisso Cove  
Winter Springs, Florida 32708

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Gregory A. Wiens  
110 Sisso Cove  
Winter Springs, Florida 32708

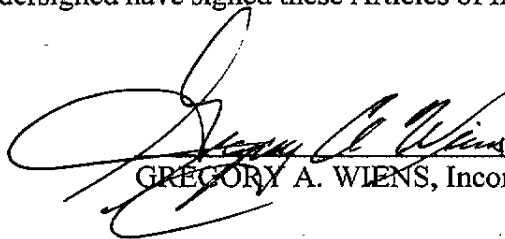
Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is September 30, 1999.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 30 day of September, 1999.


  
GREGORY A. WIENS, Incorporator

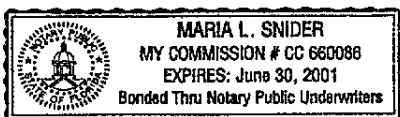
STATE OF FLORIDA )

ss.

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of September, 1999, by GREGORY A. WIENS of GRAY MATTERS GROUP, INC., a corporation, on behalf of the corporation, who is personally known or produced Ala. Driver as identification.

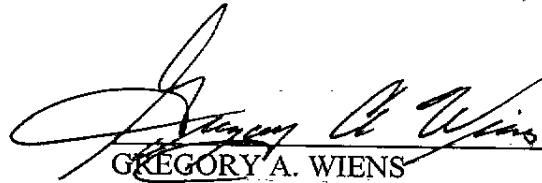
  
Notary Public MARIA L. SNIDER  
My Commission expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
UPON WHOM PROCESS MAY BE SERVED,  
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GRAY MATTERS GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 110 Sisso Cove, Winter Springs, Florida 32708, has named Gregory A. Wiens, located at 110 Sisso Cove, Winter Springs., Florida 32708, as its agent to accept service of process within Florida.

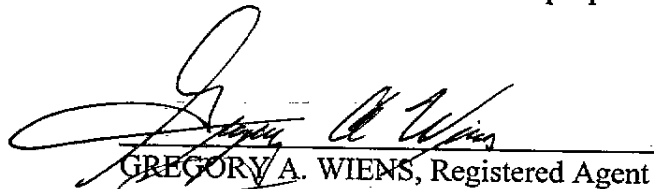
  
GREGORY A. WIENS

Incorporator

Title

SEPT 30, 1999  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
GREGORY A. WIENS, Registered Agent

SEPT 30, 1999  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -4, PM 12:50