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FLORIDA PROFIT CORPORATION OR P.A.

Griffin Acquisition Corp.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
GRIFFIN ACQUISITION CORP.**

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ARTICLE I - NAME

The name of the corporation is Griffin Acquisition Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$.10 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

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Document Prepared by:
Thomas R. McGuigan
Bar No. 0174890
Steel Hector & Davis LLP
200 S. Biscayne Boulevard
Miami, Florida 33131

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2 North Tamiami Trail, Suite 410, Sarasota, Florida 34236 and the name of the initial registered agent at that address is Jeffrey R. McCurdy.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 2 North Tamiami Trail, Suite 410, Sarasota, Florida 34236 and the mailing address of the Corporation is P.O. Box 728, Sarasota, Florida 34230.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is William D. Griffin, P.O. Box 728, Sarasota, Florida 34230.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Thomas R. McGuigan, P.A., 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of October, 1999.

Thomas R. McGuigan, P.A.

By: 
Thomas R. McGuigan, President

OCT. 14. 1999 2:03PM SH&D LLP

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

Griffin Acquisition Corp., desiring to organize under the laws of the State of Florida, has named Jeffrey R. McCurdy, located at 2 North Tamiami Trail, Suite 410, Sarasota, Florida 34236, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 14th day of October, 1999.


Jeffrey R. McCurdy

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