



THE UNITED STATES  
INCORPORATION  
COMPANY

199000095495

ACCOUNT NO. : 072100000032

REFERENCE : 442473 97371A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 78.75

ORDER DATE : October 28, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 442473-005

100003028471-4

CUSTOMER NO: 97371A

CUSTOMER: Wesley A. Lauer, Esq  
ARNSTEIN & LEHR  
ARNSTEIN & LEHR  
Suite 600  
515 North Flagler Drive  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: GRAMMY, 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:

FILED  
99 OCT 28 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 OCT 28 PM 3:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. VARNADORE OCT 29 1999

ARTICLES OF INCORPORATION  
OF  
GRAMMY, INC.

FILED  
99 OCT 28 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GRAMMY, INC.

The address of the principal office of this corporation shall be 240 Queens Lane, Palm Beach, Florida 33480, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Marilyn V. Seck  
Dir.

240 Queens Lane  
Palm Beach, Florida 33480

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Marilyn V. Seck  
Pres./Sec./Treas.

240 Queens Lane  
Palm Beach, Florida 33480

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on October 28, 1999.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

JLZ