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LAW OFFICES OF

SCOTT A. MARCUS

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FILED

99 FEB -5 AM 9:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 2, 1999

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: GRV Management, Inc./filing Articles of Incorporation

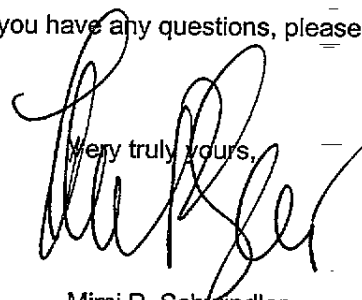
Division of Corporations:

Enclosed please find the original Articles of Incorporation for GRV Management, Inc. along with two checks. One in the amount of Seventy Dollars (\$70.00), the filing fee and designation of registered agent, and another check for Eight Dollars (\$8.75) and Seventy-Five Cents, the certified copy fee.

Also enclosed is a photocopy of the Articles. Please return the Articles to undersigned with the filing date stamped on it and a certified copy of the Articles in the Federal Express Package, which I have also included in this package.

Time is of the essence. Please mail the Articles back to me by Thursday, February 4, 1999 so that I may receive them by Friday, February 5, 1999.

Thank you for your consideration in this matter. If you have any questions, please contact undersigned.

Very truly yours,  


Mimi P. Schwindler

Mimi Schwindler SAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA name  
DATE \_\_\_\_\_  
DOC. EXAM. RH

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-02/05/99--01074--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

400002765984--2  
-02/05/99--01074--011  
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P. Hall

FEB 10 1999



**ARTICLES OF INCORPORATION  
OF**

**FILED**  
99 FEB -5 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GRV MANAGEMENT, INC.**

**THE UNDERSIGNED** subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the Corporation is: GRV MANAGEMENT, INC. (Hereinafter "Corporation").

**ARTICLE II - PURPOSE**

The Corporation shall engage in any activity or business permitted under and by virtue of the laws of the United States of America or the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 12864 Biscayne Boulevard, Suite 136, N. Miami, Florida 33181-2007.

**ARTICLE IV - INCORPORATOR**

The name and the street address of the incorporator of this corporation is:

Joseph Pascual

12864 Biscayne Boulevard, Suite 136

North Miami, Florida 33181-2007.

**ARTICLE V - OFFICERS**

The Officers of the Corporation shall be:

President: Joseph Pascual  
Secretary: Joseph Pascual  
Treasurer: Joseph Pascual

whose address shall be the same as the principal office of the Corporation.

**ARTICLE VI DIRECTORS**

The Director(s) of the Corporation shall be:

Joseph Pascual  
Georges Romain

whose address shall be the same as the principal office of the corporation.

**ARTICLE VII -CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7500) SHARES of common stock, each having a par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director's may, in authorizing the issuance of shares of stock of any class confer any preemptive right that the Board of Director's may deem advisable in connection with such issuance.

7.3 The Board of Director's of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

**ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All the shares of stock of this Corporation may be subject to a Shareholders'

Restrictive Agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

#### **ARTICLE IX - POWERS OF THE CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE X - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE XI - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the persons whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in Connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any rights to which such Director or Officer may be entitled.

#### **ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### **ARTICLE XIV - REGISTERED AGENT**

The initial address of the registered office of the Corporation is The Law Offices of Scott A. Marcus located at 2666 Tigertail Avenue, Suite 101, Coconut Grove, Florida

33133. The name and address of the registered agent of this Corporation Mimi P. Schwindler, 2666 Tigertail Avenue, Suite 101, Coconut Grove, Florida 33133.

**XV-BY-LAWS**

The Board of Directors of the corporation shall have power, without the assent or vote of its shareholders, to make, alter, amend, or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director's at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws..

**XVI-EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**XVII-AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, have hereunto set my hand and seal at Miami, Dade County, Florida, this 2ND day of February, 1999.

  
JOSEPH PASCUAL

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of the GRV MANAGEMENT, INC. and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at 2666 Tigertail Avenue, Suite 101, Coconut Grove, Florida 33133.

  
MIMI P. SCHWINDLER, Registered Agent

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