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SEC. OF STATE  
TALLAHASSEE, FLORIDA



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## MARCUS & MARCUS, P.A.

Michael J. Marcus

Douglas J. Pracher

Marc H. Cohen

### ATTORNEYS AT LAW

317 NORTH KROME AVENUE  
HOMESTEAD, FLORIDA 33030-6077  
(305) 247-2116 FAX: (305) 247-0919

August 24, 2005

2005 AUG 29 P 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Joseph S. Marcus  
(1927 - 1983)  
Robert M. Hustead  
Richard L. Hersch  
of Counsel

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: J \$ P GROVES, LLC

Gentlemen:

Enclosed for filing is an original, plus one copy, of the Amended and Restated Articles of Organization for the above-named limited liability company, together with our check in the amount of \$130.00 to cover the filing fees. Please file these Articles and return a copy to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Sincerely,

Marcus & Marcus, P.A.

By:

  
Douglas J. Pracher

Enclosures

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

OF  
**J & P GROVES L.L.C.**

2005 AUG 29 P 12:01

RECORDED BY THE STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **J & P GROVES, L.L.C.**, and its principal office shall be located at **27575 SW 168th Avenue, Homestead, Florida 33031**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

6. To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

7. To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

8. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

9. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

10. To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

11. To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

12. To acquire by purchase, subscription or otherwise, and to

hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

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13. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

14. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. These Articles may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

This limited liability company shall be managed by two managers. The name and address of the persons who shall serve until the first annual meeting of members and his successor is elected and qualified is as follows:

Jose Duque  
27575 SW 168th Avenue  
Homestead, Florida 33031

Armando Paul Duque  
15925 SW 288th  
Homestead, Florida 33033

**ARTICLE V**  
**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is **317 N. Krome Avenue, Homestead, Florida 33030**, and the name of the company's initial registered agent at that address is **Douglas J. Pracher**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **J & P GROVES, L.L.C.**

Executed by the undersigned at Homestead Florida on this \_\_\_ day of August, 2005.

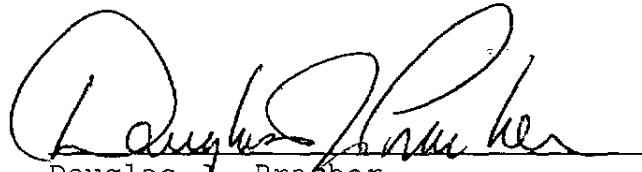
  
JOSE DUQUE

  
ARMANDO PAUL DUQUE

**ACCEPTANCE OF REGISTERED AGENT**

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The undersigned, being the person named in the articles of organization of **J & P Groves LLC.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Douglas J. Pracher