

11/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:44 PM

L9700001321

((H97000019538 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GROVE INVESTMENTS, L.L.C.
AUDIT NUMBER.....H97000019538

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:08:30

11-24-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV 24 PM 4:30

FILED

L97-1321

Name	<i>AL 11/25</i>
Availability	
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifyer	<i>AL</i>
Acknowledgement	<i>AL</i>
W. P. Verifyer	<i>AL</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

EMPIRE CORPORATE KIT COMPANY
RAY STORMONT

SUBJECT: GROVE INVESTMENTS, L.L.C.
REF: W97000026453

FILED
97 NOV 24 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return 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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: E97000019538
Letter Number: 697A00056156

1197000019538

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

97 NOV 24 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE I - Name:

The name of the Limited Liability Company is:

GROBRO Investments, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2875 NE 191st Street PH 3A
Aventura, Florida 33180

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by two managers and the names and addresses of such managers who are to serve as managers are:

SMG Ventures, Inc.
2875 NE 191st Street PH3A
Aventura, Florida, 33180

994-58888

ARTICLE V - Admission of Additional Members:

The members shall have the right to admit additional members by unanimous written approval of the admission of the proposed new member by all members or their designated representatives.

ARTICLE VI - Members Rights to Continue Business:

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have

Prepared by: Mark E. Rousso, Esq. (FEN: 894583)
2875 N.E. 191 St., PH3A
Aventura, FL 33180
Phone: 305-766-0222

1197000019538

497000019538

the right to continue business. If all the remaining members consent to continue business, this shall be expressed in writing and a statement reflecting the new proportions of ownership filed with the Department of State within 30 days of the event.

FILED
97 NOV 24 PM 4:30
SECRETARY OF STATE
ATLANTA, GEORGIA

497000019538

497000019538

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
GROBRD Investments, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$100,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$100,000.00. This total includes amounts from 2 and 3 above.



Sean Grosman
(In accordance with section 608.408 (3),
Florida Statutes, the execution of this
affidavit constitutes an affirmation
under the penalties of perjury that the
facts stated herein are true.)

FILED

97 NOV 24 PM 4: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

497000019538

497000019538

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

GROBRO Investments, L.L.C.

2. The name and address of the registered agent and office is:

Sean Grosman
2875 NE 191st Street PH3A
Aventura, Florida 33180

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten Signature]
(Signature)

AKW 21/92
(Date)

FILED
97 NOV 24 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

497000019538