



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 785532 9010A

AUTHORIZATION :

COST LIMIT : \$ PPD

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DIVISION
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ORDER DATE : April 17, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 785532-005

CUSTOMER NO: 9010A

CUSTOMER: Ms. Shirley M. Pucillo
DAVES WHALEN MCHALE &
CONSIDINE L.C.
Suite 200
301 Clematis Street
West Palm Beach, FL 33401

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DOMESTIC FILING

NAME: GROVE MANAGEMENT, L.C.

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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION
OF

GROVE MANAGEMENT, L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be GROVE MANAGEMENT, L.C., and its principal place of business shall be at 3 Grove Isle, Suite 1507, in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 the 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of THREE HUNDRED SEVENTY FIVE THOUSAND DOLLARS (\$375,000) cash and property shall be paid to the limited liability company by the TWO (2) members as reflected on Exhibit "A" hereto. Additional

contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

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ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to such distributions as they shall agree to, from time to time, in the regulations or otherwise. The distributive share of the profits shall be determined and paid to the members not later than December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V LIMITED LIABILITY COMPANY 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. This article 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 VI DURATION

This limited liability company shall exist commencing:

January 13, 1998.

until December 31, 2023 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS ADDRESS OF ORGANIZER

The principal office of this limited liability company shall be at 3 Grove Isle, Suite

33133

1507, in the City of Miami, County of Dade, State of Florida.
mailing address,

This is also the company

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ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by the Members. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Kusim Walia, Trustee
3 Grove Isle, Suite 1507
Miami, Florida

David Seiden
3 Grove Isle, Suite 1507
Miami, Florida

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the Organizer is 301 Clematis Street, Suite 200, City of West Palm Beach, County of Palm Beach, State of Florida, and the name of its initial registered agent at such address is Timothy L. Whalen.

ARTICLE X RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Grove Management, L.C.

Executed by the undersigned at West Palm Beach, Florida on January 13, 1998

[Signature]
David Seiden
[Signature]
Kusim Walia, Trustee

STATE OF New York
COUNTY OF ALBANY }

The foregoing instrument was acknowledged before me this 30th day of January, 1998 by David Seiden, who is personally known to me or who has produced NYDL 315 168 429 as identification and who did (did not) take an oath.

[Signature]
Notary Public,
State of Florida at Large
New York
My Commission expires:
KELLY S. FIRMBACH
Notary Public, State of New York
No. 01F15056173
Qualified in Columbia County
Commission Expires Feb. 26, 2000

STATE OF Florida
COUNTY OF Dade }

The foregoing instrument was acknowledged before me this 19 day of January, 1998 by David Seiden, who is personally known to me or who has produced as identification and who did (did not) take an oath.

[Signature]
Notary Public,
State of Florida at Large
My Commission expires:
GAIL TAURIELLO
COMMISSION # CC 671668
EXPIRES AUG 13, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

AFFIDAVIT OF ORGANIZATION

GROVE MANAGEMENT, L. C.

a Florida Limited Liability Company

COMES NOW the undersigned, a member of GROVE MANAGEMENT, L.C., a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least two Members:

Kusim Walia, Trustee
3 Grove Isle, Suite 1507
Miami, Florida

David Seiden
3 Grove Isle, Suite 1507
Miami, Florida

Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to ONE THOUSAND DOLLARS (\$1,000.00).

3. The agreed value of property other than cash contributed by the Members to the Company is ZERO.

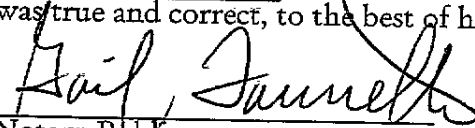
4. The total amount of cash and other property anticipated to be contributed to the Company is THREE HUNDRED AND SEVENTY FIVE THOUSAND DOLLARS (\$375,000.00).

IN WITNESS WHEREOF, I set my hand and seal this 19 DAY OF January 1998.


DAVID SEIDEN

STATE OF Florida
COUNTY OF Dade }

The foregoing instrument was sworn to before me this 19 day of January, 1998 by DAVID SEIDEN, who presented the following identification, to wit: _____, who swore or affirmed that the information contained in the affidavit was true and correct, to the best of his knowledge and belief, and who did not take an oath.


Notary Public,
State of Florida at Large



GAIL TAURIELLO
COMMISSION # CC 671668
EXPIRES AUG 13, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

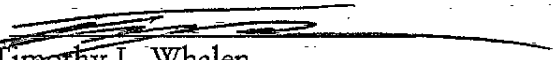
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Pursuant to Chapter 48.091 Florida Statutes, and the Florida Limited Liability Company Act the following is submitted in compliance with said Act:

That GROVE MANAGEMENT, L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization at the City of West Palm Beach, Florida, hereby appoints TIMOTHY L. WHALEN, 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Timothy L. Whalen
Registered Agent

Dated: January 13, 1998