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ACCOUNT NO. : 072100000032

REFERENCE : 716386 134074A

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Pizant

ORDER DATE : June 1, 2000

ORDER TIME : 9:24 AM

ORDER NO. : 716386-005

700003273037--9

CUSTOMER NO: 134074A

CUSTOMER: Ms. Diane Israel
BALDOVIN, SARAGA & LIPSHY,
201 Northeast First Avenue
Delray Beach, FL 33444

DOMESTIC FILING

NAME: ITHACA GROVE, 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: Cindy Harris

EXAMINER'S INITIALS:

FILED
00 JUN - 1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN - 1 AM 9:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T BROWN JUN - 1 2000

ARTICLES OF INCORPORATION

OF

ITHACA GROVE, INC.

FILED
00 JUN -1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **ITHACA GROVE, INC.** (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act (the "Act").

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

235 S.E. 5th Avenue
Delray Beach, Florida 33483

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

PHILIP H. FRIEDLAND. C.P.A., P.A.
235 S.E. 5th Avenue
Delray Beach, Florida 33483
Attention: Philip H. Friedland, President

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---|--|
| Philip H. Friedland, President/Secretary/Director | 235 S.E. 5 th Avenue Delray Beach, Florida 33483 |

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

NAME

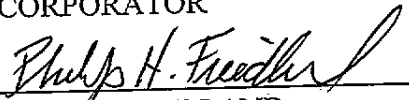
ADDRESS

Philip H. Friedland

235 S.E. 5th Avenue
Delray Beach, Florida 33483

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of May, 2000.

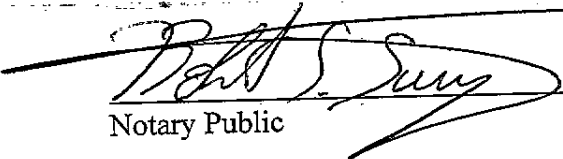
INCORPORATOR



PHILIP H. FRIEDLAND

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of May, 2000 by
PHILIP H. FRIEDLAND, who is personally known to me or who has produced
_____ as identification.



Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 JUN -1 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating one registered office/registered agent, in the State of Florida.

1. The name of the Corporation is ITHACA GROVE, INC.
2. The name and address of the registered agent and office is:

PHILIP H. FRIEDLAND, C.P.A., P.A.
235 S.E. 5th Avenue
Delray Beach, Florida 33483
Attention: Philip H. Friedland, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

By: Philip H. Friedland
PHILIP H. FRIEDLAND
(Name signing as registered agent)

Dated: May 31, 2000