

70000053048

LAW OFFICES
PAUL R. MARCUS
MARCUS CENTRE - PENTHOUSE ONE
9990 S.W. 77TH AVENUE
MIAMI, FLORIDA 33156-2699

FILED

00 MAY 31 PM 12: 05

PAUL R. MARCUS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA TELEPHONE
(905) 596-2345

FAX
(305) 274-0220

May 9, 2000

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700003251057--3
-05/12/00--01106--004
****105.00 ****105.00

Re: Articles of Incorporation
"GRM, INC."
GKM OF SOUTH FLORIDA, INC.

Gentlepersons:

Upon receipt of this letter together with the attached check in the amount of \$105.00, please file the enclosed Articles of Incorporation and forward a four (4) certified copies of same to the undersigned in the stamped self addressed envelope provided herein.

Thank you.

Very truly yours,

PAUL R. MARCUS

PRM/ps
Enc.

WJ-12805
5/17/00
P4 6/1/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 2000

PAUL R. MARCUS, ESQ.
9990 SW 77TH AVE, PH 1
MIAMI, FL 33156-2699

SUBJECT: GRM, INC.
Ref. Number: W00000012805

We have received your document for GRM, INC. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 400A00027792

ARTICLES OF INCORPORATION
OF
GRM OF SOUTH FLORIDA, INC.

FILED
00 MAY 31 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is GRM OF SOUTH FLORIDA, INC. and its address is 9990 S.W. 77th Avenue, Ph-1, Miami, Florida 33156.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9990 S.W. 77th Avenue, PH-1, Miami, Florida 33156, and the name of its initial registered agent at such address is PAUL R. MARCUS.

ARTICLE VI - DIRECTORS

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is (1). The name and addresses of the persons who are to serve as members of the initial Board of Directors is:

PAUL R. MARCUS
9990 S.W. 77th Avenue, Ph-1
Miami, Florida 33156

The name and address of the incorporator is:

PAUL R. MARCUS
9990 S.W. 77th Avenue, Ph-1
Miami, Florida 33156

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 24th day of May, 2000.

FILED

00 MAY 31 PM 12: 06

Paul R. Marcus, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared PAUL R. MARCUS, to me well known to be the person described in and who subscribed the above Articles of Incorporation and that he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24th day of May 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the Registered Agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


PAUL R. MARCUS, REGISTERED AGENT