

Corporate Creations®

Incorporation • Trademark • Other Corporate Services

545 North Newton Lake Drive #424-C
West Collingswood NJ 08107

Corporate Creations Northeast

Tel (856) 833-1074

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May 12, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
TALLAHASSEE FL 32399

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400003289724-7

-06/14/00--01103--025

*****78.75 *****78.75

Please find enclosed Articles of Incorporation for G-Groove, Inc. along with a check for \$78.75 for the filing fee and a certificate. Please send the above filing in the enclosed Airborne Express envelope to:

Greg Kuroda
545 North Newton Lake Drive #424-C
West Collingswood NJ 08107

EFFECTIVE DATE
06/13/00

Please call the phone number on the letterhead if there are any problems.

Thanks very much for your assistance.

Sincerely,


Greg K. Kuroda
President

CorporateCreations.com
greg@corpcreations.com

FILED
00 JUN 14 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 20 2000

ARTICLES OF INCORPORATION

06/13/00

FILED
00 JUN 14 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
G-Groove, Inc.

Article II. Address

The Corporation's mailing address is:
G-Groove, Inc.
3109 Grand Avenue, #312
Coconut Grove FL 33133

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jason A. Setchen, P.A.
2151 LeJeune Road, Suite 308
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Garth Gendell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jason A. Setchen | FL Bar Member 0132330
Jason A. Setchen, P.A.
2151 LeJeune Road, Suite 308
Coral Gables FL 33134
305-446-0083

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jason A. Setchen

Jason A. Setchen, P.A.


2151 LeJeune Road, Suite 308

Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 13, 2000.

The undersigned incorporator executed these Articles of Incorporation on June 13, 2000.



JASON A. SETCHEN

by G.K. Kuroda as attorney-in-fact

Jason A. Setchen | FL Bar Member 0132330

Jason A. Setchen, P.A.

2151 LeJeune Road, Suite 308

Coral Gables FL 33134

305-446-0083

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

G-Groove, Inc.

REGISTERED AGENT/OFFICE:

Jason A. Setchen, P.A.
2151 LeJeune Road, Suite 308
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JASON A. SETCHEN, P.A.
by G.K. Kuroda as attorney-in-fact

Date: June 13, 2000

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TALLAHASSEE, FLORIDA

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