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LEE MILICH, P.A.
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FILED
00 OCT 23 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 20, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/24/00--01010--008
122.50 **78.75

RE: GROVE CAPITAL, INC.

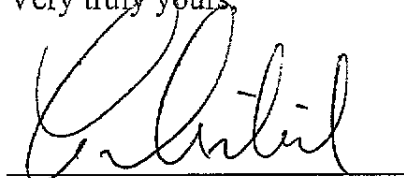
EFFECTIVE DATE
10-20-00

Dear Sir or Madam:

Enclosed, in duplicate, are Articles of Incorporation for the above-captioned new corporation, together with our check in the sum of \$122.50 for filing fees.

Please return a certified copy of the Articles to the undersigned as soon as possible.

Very truly yours,



LEE MILICH

LM/lr
encl.

10-24

ARTICLES OF INCORPORATION
OF
GROVE CAPITAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be: GROVE CAPITAL, INC.

ARTICLE II - DURATION

This corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

EFFECTIVE DATE
10-20-00

ARTICLE III - PURPOSE

This corporation may engage in any activity or business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of non par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309, and the initial registered agent at that address is LEE MILICH.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name and address of the initial director is: R. J. CHAIMOWICZ, c/o Lee Milich, P.A., 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309.

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is c/o Lee Milich, P.A., 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LEE MILICH, 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309.

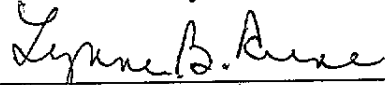
ARTICLE IX - INDEMNIFICATION

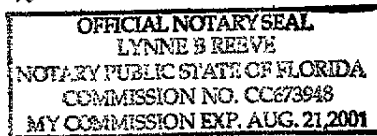
The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of October, 2000.


LEE MILICH, INCORPORATOR

Sworn to and subscribed before
me this 20th day of October, 2000.


Notary Public, State of Florida
Printed name: LYNNE B. REEVE
My commission expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 20th day of October, 2000.


LEE MILICH, REGISTERED AGENT