

*Sam C. Caliendo* ATTORNEY AT LAW

PD 000029537

March 15, 2001

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

400003876764--2  
-03/19/01--01033--016  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Grover Schmidt Enterprises, Inc.

Dear Sirs:

Enclosed please find my check in the amount of \$122.50 for the filing fee, and the executed articles of incorporation, to file the above referenced corporation. Please return the certificate of incorporation and the articles to the undersigned upon filing.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

FILED  
01 MAR 19 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Feb 3/22*

**ARTICLES OF INCORPORATION**  
**OF**  
**GROVER SCHMIDT ENTERPRISE, INC.**

FILED  
01 MAR 19 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME OF CORPORATION AND CORPORATE ADDRESS**

The name of this corporation is: GROVER SCHMIDT ENTERPRISES, INC. and the corporate address is: 22317 SW 66th Ave., #2311, Boca Raton, FL 33428.

**ARTICLE II**

**DURATION**

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

**ARTICLE III**

**PURPOSES**

This corporation is organized for the purpose of transacting any and all business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 500 shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: 22317 SW 66th Ave., #2311, Boca

Raton, FL 33428, and the Registered agent at that address is: Adeline I. Schmidt.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than One (1) nor more than Seven (7). The name(s) and address(es) of the initial Directors(s) of this corporation is/are:

Adeline I . Schmidt  
22317 SW 66th Ave., #2311  
Boca Raton, FL 33428

## **ARTICLE VII**

### **INCORPORATION**

The name(s) and address(es) of the person signing these Articles of Incorporation is/are:

Adeline I . Schmidt  
22317 SW 66th Ave., #2311  
Boca Raton, FL 33428

## **ARTICLE VIII**

### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Adeline I . Schmidt  
22317 SW 66th Ave., #2311  
Boca Raton, FL 33428

## **ARTICLE IX**

### **INITIAL ISSUE OF STOCK**

Name

Shares

Adeline I. Schmidt

-500-

**ARTICLE X**

**APPROVAL OF SHAREHOLDERS FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger will be required in every case, whether or not such approval is required by law.

**ARTICLE XI**

**MEETINGS BY CONFERENCE**

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

**ARTICLE XII**

**AMENDMENT**


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII**

**INDEMNIFICATION**

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


IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 6 day of ~~March~~ 2001.

  
Adeline I Schmidt  
Subscriber

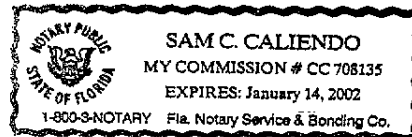
STATE OF FLORIDA )

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 6 day of March, 2001, by Adeline I Schmidt who is personally known to me or who has provided \_\_\_\_\_ as identification and who did (did not) take an oath.

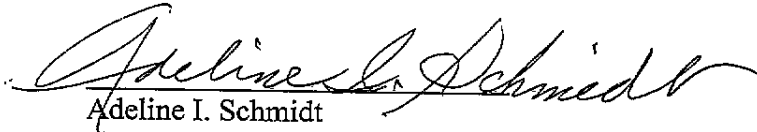
  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Adeline I. Schmidt

Address: 22317 SW 66th Ave., #2311  
Boca Raton, FL 33428

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