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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-02/20/02-01003-008
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. M & A Grover, Inc.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
02 FEB 20 AM 10:38
DIVISION OF CORPORATION

FILED
02 FEB 20 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signature]

Examiner's Initials

**ARTICLES OF INCORPORATION
OF**

ARTICLE I

CORPORATE NAME

The name of the corporation is: **M & A GROVER, INC.**

The principal office and mailing address is the following:

**17440 SW 84 COURT
MIAMI, FLORIDA 33157-6058**

ARTICLE II

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of one hundred (100) shares of one class of common stock having a par value of one (\$1.00) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

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ARTICLE V

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Mandeep S. Grover

**INITIAL REGISTERED OFFICE: 17440 SW 84 Court
Miami, Florida 33157-6058**

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Registered Agent

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is

two.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial members of the Board of Directors are:

Mandeep S. Grover
17440 SW 84 Court
Miami, Fl. 33157-6058

Amarjit K. Grover
17440 SW 84 Court
Miami, Fl. 33157-6058

The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders.

ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Mandeep S. Grover

ADDRESS: 17440 SW 84 Court
Miami, Florida 33157-6058

Mandeep S. Grover

Incorporator

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