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SECRETARY OF STATE
TALLYING SEE, FLORIDA

LAW OFFICES

## RYAN & RYAN, LLC

THIRD FLOOR 700 EAST DANIA BEACH BOULEVARD DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III TIMOTHY M. RYAN CHRISTOPHER J. RYAN\* JOSHUA S. PINSKY \*Board Certified City, County and Local Government Lawyer

TELEPHONE (954) 920-2921 FACSIMILE (954) 921-1247

April 4, 2003

Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

Re:

GRB INVESTMENTS, INC.

Our File Number: 18521-C

#### Gentlemen:

Enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent for the above-named corporation which we request you file in your official file, along with a copy of the Articles of Incorporation and Certificate Designating Registered Agent which we request you certify and return to us.

Also enclosed please find our Trust Account Check Number 1051, payable to Florida Department of State in the sum of \$78.75, to cover the following items:

Filing Fees \$ 35.00
Certified Copy 8.75
Registered Agent Designation Total: \$ 78.75

Thank you for your assistance in this matter.

Very trul¶yours

ARCHIE ARYAN II

AJR-III:lr Encls.

## ARTICLES OF INCORPORATION

#### **OF**

# GRB INVESTMENTS, INC.

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

## ARTICLE I

# NAME OF CORPORATION

The name of the corporation shall be: GRB INVESTMENTS, INC.

## ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

## ARTICLE III

# **GENERAL NATURE OF BUSINESS**

The general nature of business of this corporation shall be as follows:

- 1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- 2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

#### ARTICLE IV

# **CAPITAL STOCK**

The amount of the authorized capital stock of this corporation shall be ONE THOUSAND SHARES (1,000) of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

## ARTICLE V

# PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 675 SE 2nd Avenue, Dania Beach, Florida, 33004, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of its registered agent and initial registered office are ARCHIE J. RYAN III, 700 East Dania Beach Boulevard, Third Floor, Dania Beach, Florida, 33004.

## ARTICLE VI

# **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

## **ARTICLE VII**

## NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

#### ARTICLE VIII

## **DIRECTORS**

The names and post office addresses of the first Board of Directors of this corporation shall be three (3) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

GEORGE O. SCHWARZENBACH 675 SE 2nd Avenue Dania Beach, Florida 33004

BRIAN B. GRIFFIN 675 SE 2nd Avenue Dania Beach, Florida 33004

RICHARD L. AUBE 675 SE 2nd Avenue Dania Beach, Florida 33004

# ARTICLE IX

#### INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

GEORGE O. SCHWARZENBACH 675 SE 2nd Avenue Dania Beach, Florida 33004

## <u>ARTICLE X</u>

# SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

# **ARTICLE XI**

## SUBCHAPTER "S" DESIGNATION

This corporation shall be designated as a Subchapter "S" corporation as such term is defined in the Internal Revenue Code.

## **ARTICLE XII**

# **DATE OF COMMENCEMENT**

The date of commencement of corporate existence of this corporation shall be on the date these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 4th day of April, 2003.

GEORGE O. SCHWARZENBACH

STATE OF FLORIDA )
COUNTY OF BROWARD )

PERSONALLY APPEARED before me, the undersigned authority, GEORGE O. SCHWARZENBACH, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania, Broward County, Florida, this 4th day of April, 2003.

Notary Public, State of Florida

My Commission Expires:



## STATE OF FLORIDA

# **DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

# GRB INVESTMENTS, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 675 SE 2nd Avenue, in the City of Dania Beach, County of Broward, State of Florida, has named ARCHIE J. RYAN III, located at 700 East Dania Beach Boulevard, Third Floor, in the City of Dania Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

## **OFFICERS:**

NAME	TITLE	SPECIFIC ADDRESS
GEORGE O. SCHWARZENBACH	President	675 SE 2nd Avenue Dania Beach, Florida 33004
BRIAN B. GRIFFIN	Vice-President	675 SE 2nd Avenue Dania Beach, Florida 33004
RICHARD L. AUBE	Secretary/Treasurer	675 SE 2nd Avenue Dania Beach, Florida 33004

# **BOARD OF DIRECTORS:**

GEORGE O. SCHWARZENBACH

675 SE 2nd Avenue

Dania Beach, Florida 33004

BRIAN B. GRIFFIN

675 SE 2nd Avenue

Dania Beach, Florida 33004

RICHARD L. AUBE

675 SE 2nd Avenue Dania Beach, Florida 33004

Dated this 4th day of April, 2003.

GEORGE O. SCHWARZENBACH, President

## ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

ARCHIE J. RYAN

Registered Agent