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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GROVE ONE REALTY, INC.

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CONSENT

OF

GROVE ONE REALTY, LLC

The undersigned, as Manager of GROVE ONE REALTY, LLC, hereby consents to the use of the name, "GROVE ONE REALTY" to GROVE ONE REALTY, INC.

GROVE ONE REALTY, LLC

By: Guy Mitchell /dd
GUY MITCHELL, Manager

Dated: April 11, 2003

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ARTICLES OF INCORPORATION

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OF

03 APR 11 AM 8:39

GROVE ONE REALTY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is:

GROVE ONE REALTY, INC.

ARTICLE II.

Existence

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III.

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Donald R. Tescher, Esquire
Tescher Chaves Rubin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 121086
Fax Audit No.

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ARTICLE IV.

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V.

Address

The address of the principal office of the corporation is 7395 SW 154 Terrace, Miami, Florida 33157, and its mailing address is the same.

ARTICLE VI.

Registered Office and Agent

The street address of the corporation's initial registered office is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431. The name of the initial registered agent at such office is M & W Agents, Inc.

ARTICLE VII.

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

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ARTICLE VIII.

Incorporator

The name and address of the incorporator of the corporation is Donald R. Tescher, Esquire, Tescher Gutter Chaves Josepher Rubin Ruffin & Forman, P.A., 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 11, 2003.



DONALD R. TESCHER

Fax Audit No.

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

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03 APR 11 AM 8:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

By: 

DONALD R. TESCHER, President

Fax Audit No.