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Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

Ivy Imports, Inc.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 18, 2003

BOOSE, CASEY, CIKLIN, ET AL

SUBJECT: A.S.I., INC.  
REF: W03000017553

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Loria Poole  
Corporate Specialist  
New Filings Section

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF IVY IMPORTS, INC.**

I, the undersigned incorporator and subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - Name of Corporation**

The name of this Corporation shall be Ivy Imports, Inc.

**ARTICLE II - Principal Office**

The address of the principal office of this Corporation shall be:

838 Ivy Drive  
Wellington, Florida 33414

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TALLAHASSEE, FLORIDA

This Corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This Corporation may, at its discretion, at any time, change the address of the principal place of business.

**ARTICLE III - Duration**

This Corporation shall commence on the date of execution and acknowledgement of these Articles and shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE IV - Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

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ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Registered Agent

The name and address of the initial registered agent of this Corporation is Robert L. Crane Esq., c/o Boose Casey Ciklin Lubitz Martens McBane & O'Connell, Northbridge Tower 1, 18<sup>th</sup> Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE VIII - Board of Directors

A Board of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The initial Board of Directors are as follows:

Steven R. Gruber  
Allen L. Gruber

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ARTICLE IX – Incorporator

The name and address of the person signing these Articles of Incorporation is:

Robert L. Crane, Esq.  
Boose Casey Ciklin Lubitz Martens McBane & O'Connell  
Northbridge Tower 1, 18th Floor  
515 North Flagler Drive  
West Palm Beach, Florida 33401

ARTICLE X - Right of Assignment

The original incorporator of this Corporation shall have the right, upon its organization, to assign and deliver his subscription of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall have all rights, liabilities and duties of said subscribers with respect to the stock, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI - Management of Corporation by Shareholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

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

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IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 19  
day of June 2003.

  
Robert L. Crane

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF PALM BEACH)

Before me personally came and appeared Robert L. Crane, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 19th day of June, 2003.



Leslie J. Campbell  
MY COMMISSION # DD146414 EXPIRES  
December 14, 2006  
BONDED THROUGH FARM INSURANCE INC.

  
Notary Public  
State of Florida at Large

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First -- That Ivy Imports, Inc., desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation, has named Robert L.  
Crane, Esq., c/o Boose Casey Ciklin Lubitz Martens McBane & O'Connell, Northbridge Tower  
1, 18<sup>th</sup> Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401, as its agent to accept  
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the  
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply  
with the provision of said Act relative to keeping open said office.

  
Robert L. Crane

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