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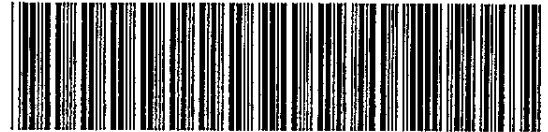
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DEFABIO AND FENN, P.A.

ATTORNEYS AT LAW

SUITE 430

2121 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 448-7200

FAX: (305) 444-0913

GEORGE J. DeFABIO

LEONARD P. FENN

January 11, 2005

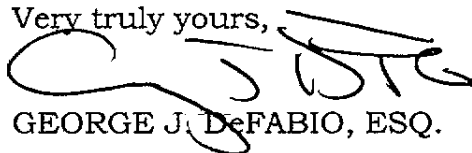
Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: GRUFER, INC.

Dear Sir or Madam:

Please be advised that this office represents the aforementioned corporation in this matter. Enclosed please find two original Articles of Incorporation for GRUFER, INC. and our check in the amount of \$122.50. We have also attached a self-addressed stamped envelope for return of same.

Very truly yours,

A handwritten signature in black ink, appearing to read "GJ DeFABIO", is written over the typed name.

GEORGE J. DeFABIO, ESQ.

GJD/tp

ARTICLES OF INCORPORATION

OF

GRUFER, INC.

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05 JAN 14 PM 2:07

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be GRUFER, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at one (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

878 South Dixie HWY
2nd Floor
Coral Gables, Florida 33146

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO, ESQ.
2121 Ponce de Leon Boulevard, Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of By-Laws of the corporation in the manner provided by law, but shall never be less than one.

NAME

ADDRESS

HORACIO FERAUD

8345 S.W. 118TH Street
Miami, Florida 33156

MIRELLA FERAUD

8345 S.W. 118TH Street
Miami, Florida 33156

ARTICLE VIII

INCORPORATOR

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

NAME

ADDRESS

HORACIO FERAUD

8345 S.W. 118TH Street
Miami, Florida 33156

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

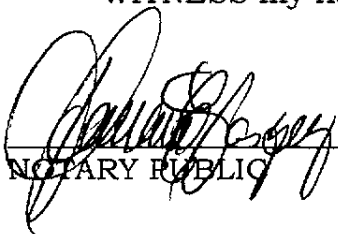


HORACIO FERAUD

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared HORACIO FERAUD before me and known to be the person described in and who executed the foregoing Articles of Incorporation, as the incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 18th day of January, 2005.



NOTARY PUBLIC

My Commission Expires:



TAMARA E. VASQUEZ
MY COMMISSION # DD 377120
EXPIRES: December 25, 2008
Bonded Thru Budget Notary Services

REGISTERED AGENT CERTIFICATE

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

FIRST - That GRUFER, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Coral Gables, State of Florida, has named GEORGE J. DeFABIO, ESQ. located at 2121 Ponce de Leon Boulevard, Suite 430, Coral Gables, Florida, as its Registered Agent to accept service of process.

ACKNOWLEDGEMENT

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 provisions of said Act relative to keeping said office open.

BY:


GEORGE J. DeFABIO, ESQ.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, ESQ. to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 13th day of January, 2005.


PUBLIC NOTARY

My Commission Expires:



TAMARA E. VASQUEZ
MY COMMISSION # DD 377120
EXPIRES: December 25, 2008
Bonded Thru Budget Notary Services