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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

bc grove corporation

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BC GROVE CORPORATION

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida

ARTICLE I

The name of the corporation shall be: BC Grove Corporation

ARTICLE II

The corporation shall exist perpenally, commencing upon the filing of the Articles of Incorporation by and with the Department of State

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida

ARTICLE IV

The corporation is authorized to issue One Hundred (100) shares of stock at \$5 00 par value, which shall be designated as common stock

ARTICLE V

The street address of the initial principal office of the corporation is Unit B-204, 2 Grove Isle Drive, Miami, Florida, 33133-4119

This document was prepared by
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
(305) 854-3314
Florida Bar No 273430

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Samuel Spencer Blum
ATTORNEY AT LAW

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TALLAHASSEE, FLORIDA

ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors of this corporation are:

Robert G. Cole
Unit B-204
2 Grove Isle Drive
Miami, Florida 33133-4119

ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders

ARTICLE IX

The name and address of the incorporator of this corporation is:

Robert G. Cole
Unit B-204
2 Grove Isle Drive
Miami, Florida 33133-4119

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
(305) 854-3314
Florida Bar No. 273430

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Samuel Spencer Blum
ATTORNEY AT LAW

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates


ARTICLE XII

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

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law

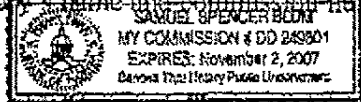
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21 day of Jan, 2005.

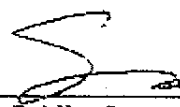

Robert G. Cole, Incorporator

STATE OF FLORIDA)
 : 55
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21
day of Jan, 2005, by Robert G. Cole, personally
known to me or who has produced _____ as
identification

Print Notary Name and Commission Number




Notary Public, State of Florida at Large

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In compliance with Section 48 091, Florida Statutes, the following is submitted:

First, that BC Grove Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami-Dade County, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida



Robert G. Cole, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties



Samuel Spencer Blum

SSB/bps
 January 17, 2005
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 TALLAHASSEE, FLORIDA

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Samuel Spencer Blum

ATTORNEY AT LAW