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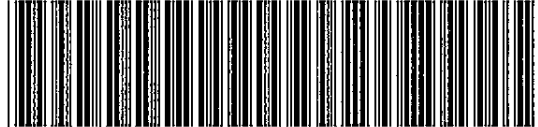
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**PETER Z. KAMENESH**

**Professional Association**

2601 S. Bayshore Drive

Suite 1400

Coconut Grove, Florida 33133

Telephone (305) 858-0404

RECEIVED

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Facsimile (305) 858-3100

February 11, 2005

Florida Department of State  
Division of Corporations  
P.O. Box 1500  
Tallahassee, Florida 32302

Re: GRCR Management, Inc.

Gentleperson(s):

Enclosed please find Articles of Organization for GRCR Management, Inc., and our check in the sum of \$78.75 representing your filing fees.

Please file the enclosed Articles and return a copy as indicated:

GRCR Management, Inc.  
C/O Law Offices of Peter Z. Kamenesh, PA  
2601 S. Bayshore Drive, Suite 1400  
Coconut Grove, FL 33133

Thank you in advance for your prompt attention to the foregoing.

Sincerely,

  
Peter Z. Kamenesh

Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**GRCR Management, Inc.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Corporation is **GRCR Management, Inc.,**

**ARTICLE II**  
**PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV**  
**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## **ARTICLE V**

### **TERM**

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VI**

### **INCORPORATOR AND PRINCIPAL OFFICE ADDRESS**

The name and address of the initial Incorporator and Subscriber hereto is as follows: Glen Rice, C/O Peter Kamenesh, Esq., 2601 S. Bayshore Drive, Suite 1400, Miami, Florida 33133

The principal address and the registered office address of the Corporation is: 2601 S. Bayshore Drive, Suite 1400, Miami, Florida 33133

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

There shall be at least two (2) members of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

1. Cristy Rice, 2601 S. Bayshore Drive, Suite 1400, Miami, Florida 33133
2. Glen Rice, 2601 S. Bayshore Drive, Suite 1400, Miami, Florida 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Glen Rice, 2601 S. Bayshore Drive, Suite 1400, Miami, Florida 33133

**ARTICLE IX**  
**OFFICERS**

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

Glen Rice-President

Cristy Rice-Vice President

**IN WITNESS WHEREOF**, the undersigned Subscriber has executed these Articles of Incorporation this 16 day of FEB, 2005.

Glen Rice

Glen Rice, Subscriber

STATE OF FLORIDA }

}

SS:

COUNTY OF MIAMI-DADE }

}

**PERSONALLY APPEARED** before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Glen Rice, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of FEB, 2005.

Peter Z. Kamenesh  
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: \_\_\_\_\_

Commission Expiration Stamp, Seal or Date:



### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

Glen Rice

Glen Rice, Registered Agent

DATED: 2/10/05

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