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## To:

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

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

## FLORIDA PROFIT/NON PROFIT CORPORATION

GROVE HOSPITALITY GROUP, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GROVE HOSPITALITY GROUP, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**GROVE HOSPITALITY GROUP, INC.**

The address of the principal office of this corporation shall be: 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

M.A. MARTIN & ASSOCIATES, P.A.  
848 Brickell Avenue, Suite 830  
Miami, FL 33131

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV**

**REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Renee Adwar, Esq.

**ARTICLE V**

**EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI**

**DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director at this time, the name and address of the initial Director is:

FLORIAN TOMAS  
President

848 Brickell Avenue  
Suite 830  
Miami, Florida 33131

ERNESTO URIBE ABAD  
Vice-President


848 Brickell Avenue  
Suite 830  
Miami, Florida 33131

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:  
Renee Adwar, Esq., from M.A. Martin & Associates, P.A., 848 Brickell Avenue, Suite 830,  
Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand on this 24<sup>th</sup> day of  
February, 2006.

By:   
Renee Adwar, Esq.

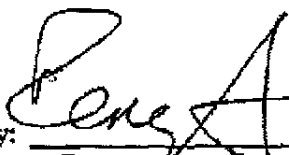
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

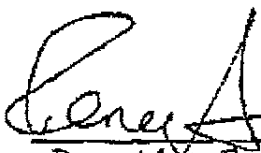
- 1 The name of the Corporation: Grove Hospitality Group, Inc.
- 2 The name and address of the registered agent and office is:

Renee Adwar, Esq.  
848 Brickell Avenue  
Suite 830  
Miami, Florida 33131

By:   
Renee Adwar, Esq.

Dated: 2/24/06

Having been named to accept service of process of 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

By:   
Renee Adwar, Esq.

Dated: 2/24/06