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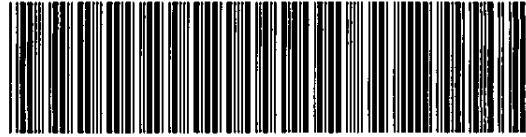
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DIVISION OF CORPORATIONS
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LAW OFFICE
ALLEN H. GRUBER, P.A.
7685 S.W. 104 STREET
SUITE 100
MIAMI, FLORIDA 33156

TELEPHONE (305) 665-8888

TELEFAX (305) 665-3939

August 17, 2010

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

RE: GRUBER & GRUBER, P.A.

Dear Sirs:

Enclosed please find the Articles of Incorporation for GRUBER & GRUBER, P.A. as well a check (# 11281) for \$ 87.50, for the filing fee, Designation of Resident Agent, Certified copy and status. Once recorded, please forward all documents to our law office. If there is anything further we can assist you with please contact our office at your earliest convenience. Thank you for your assistance.

Very truly yours,

ALLEN H. GRUBER, P.A.
AHG/rma

Enclosures: mentioned above

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**ARTICLES OF INCORPORATION
OF
GRUBER & GRUBER, P.A.**

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Pursuant to Section 607 of the Corporation Laws of the State of Florida:

The undersigned, for the purpose of forming a corporation pursuant to Florida Law, Section 607, hereby certifies as follows:

1. The name of the corporation shall be: **GRUBER & GRUBER, P.A.**

The purpose of the Corporation shall be:

- a. To provide: Legal services

b. To do everything necessary, proper or advisable for the accomplishment of any of the foregoing, provided the same not be inconsistent with the Laws of Florida, including but not limited to online banking.

2. The aggregate number of authorized shares of stock the Corporation may issue is 50 shares of No par value stock.

3. The principal office of the Corporation shall be located at:
10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156.

4. The amount of capital with which the Corporation shall begin business will be:
\$500.00.

5. **Matthew A. Gruber** is hereby designated the Resident Agent of the Corporation upon whom process may be served. The address to which the Secretary of State shall mail a copy of any notice required by law is: 10205 So. Dixie Highway, Suite 202, Miami, Florida, 33156.

6. There shall be two (2) director(s) of the Corporation, who, unless otherwise provided by the By-Laws, shall hold office for the first year's existence of the Corporation or until their successors are elected or appointed and have qualified.

7. The names and addresses of the Directors of the Corporation are:
ALLEN H. GRUBER 10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156 and
MATTHEW A. GRUBER 10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156.

8. The names and addresses of the subscribers of these Articles of Incorporation are:
ALLEN H. GRUBER 10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156 and
MATTHEW A. GRUBER 10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156.

9. The names and addresses of the officers of the Corporation who shall hold office for the first year or until their successors are chosen are:
ALLEN H. GRUBER 10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156 and
MATTHEW A. GRUBER 10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156.

10. The address of the Registered Office of the Corporation shall be:
10205 S. Dixie Hwy., Ste 202, Miami, Florida 33156.

11. The Registered Agent of the Corporation shall be: MATTHEW A GRUBER.

12. The By-Laws of the Corporation may be created, altered or amended by the Directors of the Corporation in the following manner:

a. At any regular meeting, any Director may propose an addition or amendment to the By-Laws and such proposal shall thereafter be considered by the Directors. A majority of the shareholders shall ultimately decide on any alterations, amendments or deletions.

b. Notice of any such alteration of the By-Laws shall be given not more than ten (10) days after said vote and each Director shall be given a copy, as well as the Office of the Secretary of State.

13. Amendments to the Articles of Incorporation:


a. May be proposed by any Director of the Corporation.

b. Amendments shall be offered in writing to each Director ten (10) days prior to any scheduled meeting. Majority vote of the shareholders shall determine the passage of an amendment.

c. Each shareholder shall be awarded one vote for each share of common stock owned at the time of any meeting called for the purpose of voting on an amendment.

d. Amendments to the Articles of Incorporation which are subsequently adopted shall be duly noted in the Minute Book and a certified copy thereof shall be forwarded to the Secretary of State.

IN WITNESS WHEREOF, the subscriber(s) hereto set hand(s) and seal(s) this 16 day of August, 2010.


ALLEN H. GRUBER, PRESIDENT


MATTHEW A. GRUBER, V. PRESIDENT

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

BE IT KNOWN, that this day before me personally appeared ALLEN H. GRUBER, and MATTHEW A. GRUBER known to me personally and acknowledged that the framing of the foregoing Articles of Incorporation was a free and voluntary act and that the facts therein are true and correct.

My commission expires:

NOTARY PUBLIC
State of Florida at Large



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **GRUBER & GRUBER, P.A.** qualifies under the Laws of the State of Florida, with
its principal place of business at City of Miami, State of Florida, has named **MATTHEW A.
GRUBER**, as its agent to accept service of process within Florida.

ALLEN H. GRUBER, President

Date: _____

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.



MATTHEW A. GRUBER, Resident Agent

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