

12/26/12

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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATE ACCESS, INC.
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Phone : (850) 222-2666
Fax Number : (850) 222-1666

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA PROFIT/NON PROFIT CORPORATION
GRANDS ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 3, 2012

CORPORATE ACCESS, INC.

SUBJECT: GRANDS ENTERPRISES, INC.
REF: W12000059956

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L03000043194--GRAND ENTERPRISES, LLC.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000281417
Letter Number: 612A00028587

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ARTICLES OF INCORPORATION

OF

FIVE CLE'S ENTERPRISES, INC

ARTICLE I

The name of the Corporation is: FIVE CLE'S Enterprises, Inc.

Principal Office: 1350 NW 182 Street
Miami, Florida 33169

ARTICLE II

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of One-Dollar (\$1) par value common stock, which shall be designated "Common Shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

CUMULATIVE VOTING

At each election for directors, every holder of the capital stock (or voting stock, if there is more than one class and one class is nonvoting) shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Notice must be given by any shareholder to the President and the Vice-president of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors, that such shareholders intend to cumulate his vote at said election.

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ARTICLE V

PREEMPTIVE RIGHTS

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and conditions as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

ARTICLE VI

INDENIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

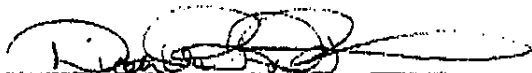
The Corporation's initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Diantha R. Roberts

INITIAL REGISTERED OFFICE: 1350 NW 182 Street
Miami, Florida 33169

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT: Diantha R. Roberts

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ARTICLE VIII

INITIAL BOARD OF DIRECTOR(S)

The Corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name(s) and address(es) of the initial directors of the Corporation is(are):

<u>Name (s)</u>	<u>Address (es)</u>
Herme Wallace	393 Burgundy, Bldg. I Delray Beach, Florida 33484
Diantha R. Roberts	1350 NW 182 Street Miami, Florida 33169

ARTICLE IX

INITIAL OFFICER(S)

The name(s) and title(s) of the initial Officers of the Corporation is(are):

Herme Wallace (President)
Diantha R. Roberts (Secretary/Treasurer)

ARTICLE X

INITIAL SHAREHOLDER(S)

The name(s) of the initial stockholder(s) of the Corporation as well as their respective shares is(are):

<u>Name (s)</u>	<u>Share (s)</u>
Herme Wallace	.90
Diantha R. Roberts	10

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ARTICLE XI

SPECIAL VOTE REQUIREMENTS

The following acts of the Corporation shall not be performed without the written consent of affirmative vote of two-thirds (2/3) of the issued and outstanding common stock of the Corporation:

- (1) amendment of the Articles of Incorporation
- (2) amendment of the Bylaws of the Corporation
- (3) increase of the capital stock of the Corporation
- (4) voluntary bankruptcy of the Corporation
- (5) dissolution of the Corporation
- (6) change in preemptive rights in the corporate stock
- (7) abolition of cumulative voting

ARTICLE XII

INCORPORATOR


The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Ronald E. Paige
ADDRESS: 15600 NW 7th Avenue, Suite 611
Miami, Florida 33169


Incorporator

Personally appeared before me, the undersigned authority, RONALD E. PAIGE who signed the foregoing Affidavit in my presence and who being by me first duly sworn, deposes and says that he/she knows the contents of said Affidavit.

Witness my hand and official seal at Arrendell's Training & Consulting this 19 November, 2012.

 Tara Garoute
Commission # EE123266
Expires: AUG. 18, 2015
BONDED THRU ATLANTIC BONDING CO., INC.

Name of Notary Public
My commission expires:


Signature of Notary

Affiant Known ☒ Produced I.D.
Type of ID. Florida Driver License

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